



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

No. ASIC 24/08, Tuesday, 25 March 2008

Published by ASIC

ASIC Gazette

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RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the *Corporations Act 2001* and the other legislation administered by ASIC may have rights of review. ASIC has published Regulatory Guide 57 *Notification of rights of review* (RG57) and Information Sheet *ASIC decisions – your rights* (INFO 9) to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at www.asic.gov.au or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

ISSN 1445-6060 (Online version)
ISSN 1445-6079 (CD-ROM version)

Available from www.asic.gov.au
Email gazette.publisher@asic.gov.au

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08 / 0010

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

Enabling provisions

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Class Order [CO 08/10].

Commencement

3. This instrument commences on the later of:
 - (a) the date it is registered under the *Legislative Instruments Act 2003*; and
 - (b) the date of its gazettal.

Note: An instrument is registered when it is recorded on the Federal Register of Legislative Instruments (*FRLI*) in electronic form: see *Legislative Instruments Act 2003*, s 4 (definition of *register*). The FRLI may be accessed at <http://www.frli.gov.au/>.

Exemptions

4. An issuer who operates a managed investment scheme by reason of operating a sale facility or related purchase facility does not have to comply with:
 - (a) section 601ED of the Act in relation to the facility; and
 - (b) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in the facility; and
 - (c) the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (i) dealing in an interest in the facility; and
 - (ii) the provision of general advice in relation to an interest in the facility.

Note: The exemptions in paragraph 4 do not apply to the financial products that are sold or purchased through the sale facility or related purchase facility.

5. To avoid doubt, an issuer who invites a holder of a financial product of the issuer to make an offer to sell the financial product through a sale facility does not have to comply with Division 5A of Part 7.9 of the Act.
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Where relief applies

6. The exemptions in paragraphs 4 and 5 apply in relation to a sale facility or related purchase facility that satisfies all of the following:
- (a) the financial products that may be sold or purchased (as applicable) through the facility are shares or interests in a managed investment scheme that are admitted to quotation on a licensed market or approved foreign market;
 - (b) where the facility is a sale facility—under the terms of the facility:
 - (i) the financial products (the *relevant financial products*) of participating holders to be sold through the facility are pooled; and
 - (ii) a broker sells the relevant financial products in the ordinary course of trading on the relevant market; and
 - (iii) the proceeds of the sale net of expenses (to the extent (if any) that they are not met by the issuer) are distributed to participating holders; and
 - (iv) each participating holder is paid their proportion of the proceeds of sale as soon as practicable and, in any event, within 8 weeks after the date on which the issuer received the participating holder's election to participate in the facility;
 - (c) where the facility is a related purchase facility—under the terms of the facility:
 - (i) the money of the participating holders to be used to purchase financial products through the facility is pooled; and
 - (ii) a broker purchases the financial products in the ordinary course of trading on the relevant market; and
 - (iii) the broker may deduct from the money referred to in subparagraph (i) expenses of purchasing the financial products (to the extent (if any) that they are not met by the issuer); and
 - (iv) each participating holder is allocated their proportion of the financial products purchased; and
 - (v) each participating holder has transferred to them the financial products allocated to them as soon as practicable and, in any event, within 8 weeks after the date on which the issuer received the participating holder's election to participate in the facility; and
 - (vi) each participating holder may purchase financial products through the facility (aggregated with financial products of the same class that
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were purchased through any previous facility) for consideration totalling no more than \$5,000 in any consecutive 12 month period.

Conditions of the relief

7. An issuer relying on the exemptions in subparagraphs 4(a) or (b) or paragraph 5 must:
- (a) give or send to each holder of financial products of the issuer who has been invited to participate in the facility, a document which complies with paragraph 8, by:
 - (i) giving the document to the holder personally; or
 - (ii) sending the document:
 - (A) by post to the address for the holder in the register of members or an alternative address (if any) nominated by the holder; or
 - (B) to the fax number or electronic address (if any) nominated by the holder; and
- Note: A responsible entity of a registered scheme is subject to a statutory duty in paragraph 601FC(1)(d) of the Act to treat scheme members who hold interests of the same class equally and members who hold interests of different classes fairly.
- (b) take reasonable steps to ensure the facility is not operated during any period where a control transaction has been publicly proposed and has not ended; and
 - (c) take reasonable steps to ensure that where a related purchase facility is made available in conjunction with a sale facility, a participating holder can only participate in either, but not both, of the facilities.
8. The document:
- (a) must contain the following statements and information:
 - (i) a statement that the facility is open until the expiry date set out in the document, which cannot be more than 12 months after the date of the document; and
 - (ii) information about the minimum and maximum number (if any) of financial products a participating holder can sell or purchase through the facility; and
 - (iii) a statement that the market price of financial products is subject to change from time to time; and
 - (iv) information about how to obtain up-to-date information on the market price of the financial product; and

- (v) information about any expenses relating to the sale or purchase of financial products that will be paid by the participating holders; and
 - (vi) information about:
 - (A) for a sale facility—how the proceeds of sale for financial products sold through the facility will be allocated between participating holders; and
 - (B) for a related purchase facility—how the financial products purchased through the facility will be allocated between participating holders; and
 - (vii) a statement that:
 - (A) for a sale facility—the amount of money received by a participating holder for a financial product that is sold through the facility may be more or less than the actual price that is received by the broker for that financial product; and
 - (B) for a related purchase facility—the amount of money that is paid by a participating holder for a financial product that is acquired through the facility may be more or less than the actual consideration that is paid by the broker for that financial product; and
 - (viii) information about any other significant characteristics or features of the facility or of the rights and obligations of holders who elect to participate in the facility; and
 - (ix) information about any alternatives that the holder may have to participating in the facility; and
- (b) must be worded and presented in a clear, concise and effective manner; and
 - (c) may be given in printed or electronic form and, if given in electronic form, must, as far as practicable, be given in a way that will allow the holder to print or save a copy of it; and
 - (d) may be made up of 2 or more separate documents that are given at the same time and by the same means.

Exclusion from reliance

9. An issuer is excluded from relying on paragraph 4(c) of this instrument if it becomes aware of matters that give it reason to believe that it has failed in a material respect to comply with a condition of this instrument and does not give full particulars of the failure to ASIC in writing within 15 business days after becoming so aware.
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10. The exemptions in paragraph 4 and 5 also do not apply to an issuer who has been notified in writing by ASIC that they are excluded from relying on this instrument.

Interpretation

11. In this instrument:

approved foreign market means each of the following financial markets:

- (a) American Stock Exchange;
- (b) Borsa Italiana;
- (c) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
- (d) Euronext Amsterdam;
- (e) Euronext Paris;
- (f) Frankfurt Stock Exchange;
- (g) Hong Kong Stock Exchange;
- (h) JSE;
- (i) London Stock Exchange;
- (j) NASDAQ Stock Market;
- (k) New York Stock Exchange;
- (l) New Zealand Exchange;
- (m) Singapore Exchange;
- (n) SWX Swiss Exchange;
- (o) Tokyo Stock Exchange; and
- (p) Toronto Stock Exchange.

broker means a participant of a licensed market or approved foreign market with whom the issuer has entered arrangements for the operation of the sale facility or related purchase facility.

control transaction means a transaction or proposed transaction that affects the control, or potential control, of:

- (a) where the financial products are shares—the issuer; or

- (b) where the financial products are interests in a managed investment scheme—the managed investment scheme to which those interests relate.

facility has a meaning affected by section 762C of the Act.

holder has the meaning given by section 761A of the Act.

issuer means the issuer of the financial products that may be sold or purchased through the sale facility or related purchase facility.

licensed market has the meaning given by section 761A of the Act.

participating holder means a person who:

- (a) holds a financial product in the same class of financial products as those to which the facility relates; and
- (b) has elected to participate in the facility.

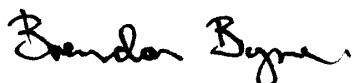
register of members means:

- (a) in relation to a company or registered scheme—the register of members required to be set up and maintained under section 169 of the Act; and
- (b) in relation to a foreign company—the register of members (however described) required to be kept under the laws of its place of origin.

related purchase facility means a facility made available in conjunction with a sale facility, through which a participating holder can acquire, by way of transfer, additional financial products in the same class.

sale facility means a facility through which a participating holder can sell financial products.

Dated this 12th day of March 2008



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

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(b) and 1020F(1)(c) –
Declarations**

1. Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 5C of the Act applies to the person specified in Schedule A in the case set out in Schedule B as if Chapter 5C were modified or varied as follows:
 - (a) omit paragraph 601FC(1)(c) and substitute:
 - "(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in other schemes, where interests in each of the schemes are components of a stapled security) and, if there is a conflict between the members' interests and its own interests, give priority to the members' interests; and"; and
 - (b) omit paragraph 601FD(1)(c) and substitute:
 - "(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in other schemes, where interests in each of the schemes are components of a stapled security) and, if there is a conflict between the members' interests and its own interests, give priority to the members' interests; and"; and
 - (c) after subsection 601GAA(9) as notionally inserted into Chapter 5C by ASIC Class Order [CO 05/26], insert:
 - "(9A) the responsible entity may set the issue price of interests in the scheme that are components of stapled securities where all of the following apply:
 - (a) the constitution makes provision for the issue price of stapled securities;
 - (b) the constitution provides that the responsible entity may allocate a proportion of the issue price of the stapled securities to the interests;
 - (c) the stapled securities are issued at a price, or in accordance with a formula or method that is to be used to calculate the issue price of stapled securities, which is set out in the constitution;

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- (d) the responsible entity allocates a proportion of the issue price of the stapled securities to the interests in accordance with the constitution."; and
- (d) insert after subsection 208(2) of the Act as notionally inserted by section 601LC:
 - "(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if:
 - (a) the benefit either:
 - (i) is given out of scheme property of a registered scheme (the *scheme*); or
 - (ii) could endanger the scheme property; and
 - (b) all of the interests in the scheme and all of the interests in one or more other registered schemes (the *other schemes*) are components of stapled securities; and
 - (c) the benefit is given by:
 - (i) the responsible entity of the scheme; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
 - (d) the benefit is given to:
 - (i) an entity wholly owned, whether directly or indirectly, by the scheme; or
 - (ii) the other schemes or an entity wholly owned, whether directly or indirectly, by the other schemes; or
 - (iii) an entity wholly owned, whether directly or indirectly, jointly by the scheme and one or more of the other schemes.
- (2B) For the purposes of this section:
 - (a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the

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second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and

- (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries."; and

- (e) insert after section 601PC:

"601PD For the purposes of sections 601FC, 601FD, and 601LC:

stapled security means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms on which each of the products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately."

2. Under paragraph 1020F(1)(c) of the Act, ASIC declares that Part 7.9 of the Act applies to the person specified in Schedule A in the case set out in Schedule C as if subsection 1012D(3) of the Act were modified or varied as follows:

- (a) omitting "either" at the beginning of paragraph 1012D(3)(b) and substituting "one or more of the following applies";
- (b) omitting "or" at the end of subparagraph 1012D(3)(b)(i);
- (c) omitting "." at the end of subparagraph 1012D(3)(b)(ii) and substituting ","; and
- (d) after subparagraph 1012D(3)(b)(ii) inserting:
- "(iii) in a recommendation situation – the advice that constitutes the relevant conduct relates to an offer of interests in one or more registered managed investment schemes, under a plan for the reinvestment of distributions in respect of at least one of those interests, where, under the terms on which those interests may be traded, they must only be transferred together;

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- (iv) in an issue situation – the offer or issue that constitutes the relevant conduct is an offer or issue of interests in one or more registered managed investment schemes, under a plan for the reinvestment of distributions in respect of at least one of those interests, where, under the terms on which those interests may be traded, they must only be transferred together;
3. For the avoidance of doubt, under paragraph 1020F(1)(c) of the Act, ASIC declares that Part 7.9 of the Act applies to the person specified in Schedule A in the case set out in Schedule D as if subsection 1017E(2) of the Act were modified or varied as follows:
- (a) at the beginning of paragraph 1017E(2)(b) insert "subject to paragraph (ba),"; and
 - (b) after paragraph 1017E(2)(b) insert:
 - "(ba) any money may be paid into the account, provided that:
 - (i) money paid to acquire financial products that must, under the terms on which the financial products are to be traded, be transferred together; and
 - (ii) any other money to which this section applies; and
 - (iii) interest on the amount from time to time standing to the credit of the account;
- is identified and held in accordance with all other provisions of this section; and".

Schedule A

Westpac Funds Management Limited ACN 085 352 405 in its capacity as the responsible entity of Westpac Cook Cove Trust I ARSN 129 928 954 (WCCT I) and Westpac Cook Cove Trust II ARSN 129 929 219 (WCCT II).

Schedule B

Where, under the terms on which an interest in WCCT I and an interest in WCCT II are to be traded, they must only be transferred together.

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Schedule C

Offers or issues of, or recommendations to acquire, interests in WCCT I or interests in WCCT II, under a plan for reinvestment of distributions in respect of interests in WCCT I or WCCT II or both, where under the terms on which those interests are to be traded, they must only be transferred together.

Schedule D

Dealing with the application money paid to acquire interests in WCCT I and WCCT II where, under the terms on which those interests are to be traded, they must only be transferred together.

Dated this 11th day of March 2008



Signed by Leanne Damary
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**

1. Under subsection 741(1) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 6D of the Act applies to the person specified in Schedule A in the case specified in Schedule C as if section 9A of the Act were modified or varied as follows:
 - (a) omit paragraph (1)(b), substitute:
 - “(b) any of the following is satisfied:
 - (i) the offer is made to every person who holds securities in that class to issue them, or their assignee, with the percentage of the securities to be issued that is the same as the percentage of the securities in that class that they hold before the offer; or
 - (ii) if the conditions in subsection (3) are met — such an offer is made to every person with a registered address in Australia or New Zealand who holds securities in that class; or
 - (iii) if the terms of the offer comply with section 615 for foreign holders of securities in that class — such an offer is made to every person who holds securities in that class other than those foreign holders;” and
 - (b) after subsection (4) insert:
 - “(5) An offer of a body’s securities that would otherwise satisfy the conditions in subsection (1) does not fail to satisfy those conditions merely because under the terms of the offers:
 - (a) in determining the number of securities to be issued to a person who accepts offers, the number of securities may be rounded up or down to ensure the number is a whole number; or
 - (b) offers (*shortfall offers*) made to a person who holds securities in that class which, when added to the offers (*initial offers*) first made to the person, might result in the number of securities offered to be issued to exceed the percentage of securities held by that person before the initial offers, provided the shortfall offers:
 - (i) relate to initial offers made to a person that have not been accepted; and

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- (ii) are made no later than 8 weeks after the first offer is made under the initial offers.
 - (6) An offer made in accordance with a term of the offer set out in paragraph (5)(b) is taken to be an offer made under the rights issue for the purposes of section 708AA.
 - (7) If a trustee or nominee is expressly noted on the register of members as holding securities on account of another person (the *beneficiary*):
 - (a) the body may elect that for the purposes of the rights issue the beneficiary is taken to be the registered holder in respect of those securities; and
 - (b) if the body makes such an election, any offer or issue of securities to the trustee or nominee is taken to be an offer or issue to the beneficiary.”.
2. Under subsection 741(1) of the Act, ASIC declares that Chapter 6D of the Act applies to the person specified in Schedule A in the case specified in Schedule C as if section 708AA were modified as follows:
- (a) in paragraph (2)(f) omit “offer”, substitute “first offer”; and
 - (b) omit paragraph (10)(a), substitute:
 - “(a) a notice given under subsection (2) or (12) is defective; and”;
and
 - (c) in subsection (11) omit “the notice under subsection (2)”, substitute “a notice under subsection (2) or (12)”; and
 - (d) omit paragraph (11)(a), substitute:
 - “(a) does not comply with paragraph (2)(f) or subsection (12); or”;
and
 - (e) after subsection (11), insert:
 - “(12) If, at any time in the period between the date the notice was given under paragraph (2)(f) and the last issue of securities made under the rights issue, the body becomes aware of:
 - (a) any information that would be excluded information that would need to be included in the notice if the notice had been given at that time and has not been included in the notice; or

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- (b) a material change to:
 - (i) the potential effect the issue of the relevant securities will have on the control of the body; or
 - (ii) the consequences of that effect,

the body must promptly give the relevant market operator a notice that sets out details of the information or material change.”.

3. Under subsection 741(1) of the Act, ASIC declares that Chapter 6D of the Act applies to the persons specified in Schedule B in the case specified in Schedule D as if section 708A were modified as follows:

- (a) in paragraph (1)(a) omit “(11) or (12),”, substitute “(11), (12) or (12A),”; and

- (b) after subsection (12) insert:

“Sale offer of quoted securities issued under rights issue – case 4

(12A) The sale offer of a body’s securities does not need disclosure to investors under this Part if:

- (a) the relevant securities were issued under a rights issue; and
- (b) the relevant securities are in a class of securities that were quoted securities at all times in the 3 months before the day on which the relevant securities were issued; and
- (c) the rights issue did not need disclosure to investors under this Part because of section 708AA.”.

Schedule A

Austindo Resources Corporation N.L. ACN 002 678 640(*Austindo*)

Schedule B

Austindo and shareholders of Austindo

Schedule C

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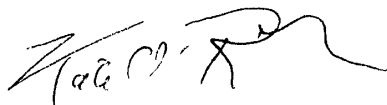
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The renounceable rights issue of fully paid ordinary shares in Austindo on or about 14 March 2008.

Schedule D

Offers for the sale of ordinary shares in Austindo made with 12 months of their issue under the renounceable rights issue specified in Schedule C of this instrument.

Dated this 13th day of March 2008



Signed by Kate O'Rourke
as a delegate of the Australian Securities and Investments Commission

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NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001


Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 4 March 2008

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION**IN THE MATTER OF RAYMOND JOHN ILOTT****BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001**

To: Raymond John Ilott
44B Malcolm Street
NORTH BEACH WA 6020

TAKE NOTICE that under sections 920A(1) and s920B(2) of the Corporations Act 2001 the Australian Securities & Investments Commission prohibits Raymond John Ilott from providing any financial services permanently.

Dated this 27th day of February 2008

Signed: 
Casandra Francas
Delegate of the Australian Securities &
Investments Commission

Your attention is drawn to subsection 920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of subsection 920C(2) is an offence.



ASIC

Australian Securities & Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Veratis Ltd ACN 104 381 491 ("the Licensee")
142-144 Albert Road SOUTH MELBOURNE VIC 3205

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 234785 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17th March 2008

Signed

A handwritten signature in black ink, appearing to read 'Allan Melville', written over a dotted line.

Allan Melville, a delegate of the Australian Securities and
Investments Commission

08 / 0 1 8 5

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(b), 992B(1)(b) and 1020F(1)(b) —
Exemption

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 926A(2)(b), 992B(1)(b) and 1020F(1)(b) of the *Corporations Act 2001* (the *Act*).

Exemption

2. This exemption applies to an interest in a managed investment scheme (*serviced strata scheme*) which involves an owner (*investor*) of real property (*strata unit*), in the investor's discretion, making their strata unit available for use by a person (*operator*) as part of a serviced apartment, hotel, motel or resort complex located at 236 Beach Road Batehaven New South Wales developed in accordance with an approval of Eurobodalla Shire Council that was provided to ASIC on 27 February 2008 and in relation to which, on 1 March 2000, there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme.
3. An interest in the serviced strata scheme is exempt from the following provisions of the Act:
 - (a) Part 7.6 (other than Divisions 4 and 8); and
 - (b) section 992AA; and
 - (c) section 1017F.

Where exemption applies

4. The exemption in paragraph 3 only applies where all of the following requirements are satisfied:
 - (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
 - (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
 - (i) by a person other than the operator or an associate of the operator; and

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- (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
 - (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
 - (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is a financial services licensee;
 - (e) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment of money to buy the strata unit; and
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where in any 3 month period the total of such payments relates to a period of no more than 3 months and where:
 - (A) that total 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 the period to which the payments relate; and
 - (B) where a FFE Fund has been established for the investor — no payment or part thereof is used for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit in relation to the period to which the payment relates unless all money in the Fund has first been expended; and
 - (iii) where a FFE Fund has been established for the investor — one or more payments into the Fund where:
 - (A) each payment is by way of a deduction from rental income of the scheme that would otherwise be paid to the investor in relation to a period and does not exceed 3% of the gross rent attributable to the investor for the period; and
 - (B) the balance of the Fund at all times does not exceed \$5,000 for each strata unit made available by the investor for use as part of the scheme;
 - (f) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme;
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- (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 paragraph 5;
- (h) the operator takes reasonable steps to ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution is 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;
- (i) where a FFE Fund has been established for an investor, the operator takes reasonable steps to ensure that:
 - (A) the money comprising the Fund is held on trust for the investor in a trust account and subject to audit as to whether the money has been dealt with in accordance with the terms of the trust by a registered company auditor at least annually; and
 - (B) the balance of the Fund is promptly returned to the investor at the termination of the scheme or upon the investor's withdrawal from the scheme, whichever occurs first;
- (j) each person that is involved in making an offer of interests in the scheme for issue does not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;
- (k) the operator complies with the provisions specified in paragraph 5 which are included in the agreement referred to in subparagraph (g).

Terms of agreement between investor and operator

- 5. The agreement specified in subparagraph 4(g) is to contain provisions to the following effect:
 - (a) *Transfer of management rights*
 - (i) 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; and
 - (ii) 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; and

- (iii) A transfer referred to in subparagraph (i) or (ii) 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 subparagraph (b)(ii) unless the body corporate has consented to the transfer; and

(b) *Consent of body corporate to new care-taking arrangements*

- (i) If an operator receives a notice under subparagraph (a)(i), the operator must advise all body corporate members of the name of the person to whom the transfer is to be made; and
 - (ii) 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 subparagraph (a)(ii) 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; and
 - (iii) If a majority of body corporate members make a decision referred to in subparagraph (b)(ii), 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 subparagraph (a)(ii); and
 - (iv) This subparagraph 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 subparagraph (a)(ii) or (b)(iii) before that notice is given to the operator; and

(c) *Price payable on transfer*

The price scheme members specify in a notice under subparagraph (b)(ii) must be one of the following:

- (i) 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

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- (ii) 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
- (iii) 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; and

(d) *Voting*

- (i) 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; and
 - (ii) 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; and
 - (iii) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings; and
 - (iv) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision; and

(e) *Costs*

- (i) 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 subparagraph (a)(i) for the purposes of determining a price to be specified in a notice under subparagraph (a)(ii); and
 - (ii) If a member incurs any reasonable valuation, auction or marketing costs under subparagraph (i) 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; and

(f) *Assistance*

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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; and

(g) *Definitions*

In this paragraph:

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.

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.

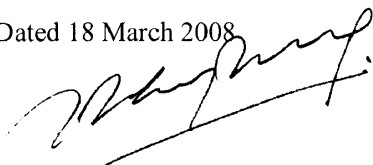
Interpretation

6. In this instrument:

FFE Fund means a fund established for an investor consisting of money paid by the investor and any interest accrued on that money, to be used from time to time in accordance with the written agreement referred to in subparagraph 4(g) for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit made available by the investor for use as part of the scheme.

offer is to be interpreted in accordance with subsection 1010C(2) of the Act.

Dated 18 March 2008



Signed by Ishaq Burney
as a delegate of the Australian Securities and Investments Commission

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

First Exemption: disclosure relief for offers of shares and options

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts the persons named in Schedule A from Parts 6D.2, 6D.3 (except section 736) and 7.9 where the person:
 - (a) makes an eligible offer;
 - (b) offers to arrange for the issue of financial products under an eligible offer;
 - (c) issues a financial product under an eligible offer,that does not involve a contribution plan, on the conditions set out in Schedule B and for so long as the conditions are met.

Second Exemption: licensing and hawking relief

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

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- service performs their duties in good faith and has sufficient resources to perform those duties; and
- (b) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (a); and
- (c) dealing in a financial product in connection with an eligible offer covered by the First Exemption where any acquisition by purchase or disposal of the product (by each person specified in Schedule A or a related body corporate of that person specified in Schedule A) occurs either:
- (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
4. Under paragraphs 741(1)(a) and 992B(1)(a) ASIC exempts the persons specified in Schedule A who are exempt from Part 6D.2 or Part 7.9 because of the First Exemption from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Schedule A

Cadbury plc, registered in England and Wales with registered number 06497379 (the "Issuer").

Cadbury Schweppes plc, registered in England and Wales with registered number 00052457 ("Cadbury Schweppes")

Schedule B

The following conditions apply:

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

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2. the Issuer or Cadbury Schweppes, as appropriate, must comply (or where that entity does not have a registered office in this jurisdiction, cause an associated body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument; and
3. in the case where the employee share scheme may involve the issue of shares (including as a result of the exercise of an option) — the Issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of Cadbury Schweppes;

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

- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
- (e) an offer that did not need disclosure to investors because of section 708; or
- (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
- (g) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the Issuer as at the time of the implementation of the demerger.

Interpretation

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In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. ***approved foreign market*** means each of the following financial markets:

- (a) London Stock Exchange;
- (b) New York Stock Exchange;

and for the avoidance of doubt, each of the above financial markets is not to be taken not to be an approved foreign market at a particular time only because it was known by another name at that time;

4. ***ASX*** means ASX Limited ACN 008 624 691;
5. ***associated body corporate*** means:
 - (a) a body corporate that is:
 - (i) a related body corporate of Cadbury Schweppes; or
 - (ii) immediately following the implementation of the demerger, will be a related body corporate of the Issuer; or
 - (b) a body corporate that has voting power:
 - (i) in Cadbury Schweppes of not less than 20%; or
 - (ii) immediately following the implementation of the demerger, in the Issuer of not less than 20%; or
 - (c) a body corporate in which:
 - (i) Cadbury Schweppes has voting power of not less than 20%; or
 - (ii) immediately following the implementation of the demerger, the Issuer has voting power of not less than 20%;

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6. *Australian dollar equivalent* in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;
7. *contribution plan* means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by Cadbury Schweppes, or immediately following the implementation of the demerger, the Issuer in trust for the employee in an account of an Australian ADI which is established and kept by the respective entity only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
 - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
8. *current market price* means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
9. *demerger* means the introduction of the Issuer as the new holding company of Cadbury Schweppes and the transfer of ownership of Cadbury Schweppes' Americas Beverages business to Dr Pepper Snapple Group, Inc. (a company incorporated in the United States of America under the laws of the State of Delaware) to be implemented by way of the Scheme and Reduction in accordance with the terms set out in a scheme circular and explanatory statement dated on or about 19 March 2008 to be issued by Cadbury Schweppes to holders of its ordinary shares;
10. *eligible employee* means a person who is at the time of an offer referred to in the First Exemption:

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- (a) a full or part-time employee or director of Cadbury Schweppes or of an associated body corporate of Cadbury Schweppes; or
 - (b) not a full or part-time employee of Cadbury Schweppes or of an associated body corporate of Cadbury Schweppes, but was a full or part-time employee of Cadbury Schweppes or one of its associated bodies corporate at the time of the offer under an existing plan;
11. **eligible offer** means the offer for the issue of options for the issue or transfer of fully paid ordinary shares in the Issuer in the same class as shares which:
- (a) will, upon the implementation of the demerger on or around 2 May 2008, be quoted on the financial market operated by ASX or an approved foreign market; and
 - (b) are to be issued by the Issuer in connection with the implementation of the demerger in exchange for the release of options or awards issued under the existing plans, and in accordance with the terms of the existing plans; and
 - (c) have either not been so quoted, or have been so quoted for less than 12 months prior to the time the offer is made, where each of the options is offered for no more than nominal consideration and the options that are offered are not exercisable, or are not capable of being released, until the expiry of the restriction period, provided that such options may be exercisable or may be released in the event of:
 - (i) the winding up of the Issuer;
 - (ii) a takeover bid being made for the Issuer's ordinary shares;
 - (iii) a statement being lodged with ASX to the effect that a person has, together with their associates, relevant interests in not less than 20% of all issued fully paid ordinary shares in the Issuer;
 - (iv) proper notice being given to the Issuer of:
 - A. a resolution for the removal of the Issuer's directors from office; or
 - B. a nomination for the office of director of the Issuer, the effect of which would, if approved, lead to cessation of from office of all or a majority of the directors of the Issuer in office;
 - (v) a meeting of members of the Issuer approving a scheme of arrangement in accordance with the Act; or
 - (vi) the termination of the relevant employee share scheme,

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

12. **existing plan** means the Cadbury Schweppes Share Option Plan 1994, the Cadbury Schweppes (New Issue) Share Option Plan 2004, the Cadbury Schweppes Long Term Incentive Plan, the Cadbury Schweppes Bonus Share Retention Plan 2004 and the Cadbury Schweppes International Share Award Plan, as amended;
13. **financial product advice** has the meaning given by section 766B;
14. **general advice** has the meaning given by section 766B;
15. **nominal consideration** means consideration of not more than 1 cent per option;
16. **offer** has a meaning affected by sections 700, 702 and 1010C;
17. **offer document** means a document setting out an offer referred to in the First Exemption under an employee share scheme that:
 - (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
 - (b) if a summary (rather than a copy) of the rules of the scheme is given — includes an undertaking that during the period (the “offer period”) during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, the Issuer or Cadbury Schweppes will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and
 - (c) specifies in respect of the shares subject to the options where the acquisition price is to be worked out in the future under a formula, the formula that will be applied; and
 - (d) includes an undertaking, and an explanation of the way in which the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will during the restriction period, within a reasonable period of the employee requesting, make available to the employee 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 those offered subject to the options;
18. **Reduction** means a court confirmed reduction of capital of the Issuer under sections 135 to 137 of the Companies Act 1985 (UK);

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19. **Restriction period** means the period until the date on which the shares that are the subject of the offer or option have been quoted on the financial market operated by ASX or an approved foreign market for 3 months; and
20. **Scheme** means a court-sanctioned scheme of arrangement between Cadbury Schweppes and holders of its securities under section 425 of the Companies Act 1985 (UK)

This instrument commences on gazettal.

Dated this 19th day of March 2008



Signed by Nirangjan Nagarajah
as a delegate of the Australian Securities and Investments Commission

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

1. Under paragraph 741(1)(a) of the *Corporations Act 2001 (Act)* the Australian Securities and Investments Commission (*ASIC*) exempts the persons specified in Schedule A from compliance with Parts 6D.2 and 6D.3 of the Act in the case referred to in Schedule B.
2. Under paragraph 741(1)(b) of the Act ASIC declares that Chapter 6D of the Act applies to the persons specified in Schedule C in the case specified in Schedule D as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting:
 - “(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:
 - (a) without disclosure to investors under this Part; and
 - (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;and section 708 or 708A does not say otherwise.
 - (4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue.”

Schedule A

Cadbury Schweppes plc, registered in England and Wales with registered number 00052457 (*Cadbury Schweppes*);

Cadbury plc, registered in England and Wales with registered number 06497379 (*Cadbury*);

Dr Pepper Snapple Group, Inc., incorporated in the USA under the laws of the state of Delaware (*Dr Pepper*)

Schedule B

An offer for the issue of securities in Dr Pepper to Australian resident shareholders of Cadbury Schweppes under the Demerger.

Schedule C

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Any shareholder of Dr Pepper who makes an offer of Dr Pepper shares for sale.

Schedule D

An offer for sale of Dr Pepper shares that are issued under the Demerger.

Interpretation

In this instrument:

Demerger means the introduction of Cadbury as the new holding company of Cadbury Schweppes and the transfer of ownership of Cadbury Schweppes' Americas Beverages business to Dr Pepper to be implemented by way of the Scheme and Reduction in accordance with the terms set out in a scheme circular and explanatory statement dated on or about 19 March 2008 to be issued by Cadbury Schweppes to holders of its ordinary shares;

Reduction means a court confirmed reduction of capital of Cadbury under sections 135 to 137 of the Companies Act 1985 (UK); and

Scheme means a court-sanctioned scheme of arrangement between Cadbury Schweppes and holders of its securities under section 425 of the Companies Act 1985 (UK).

Dated this 19th day of March 2008



signed by Nirangjan Nagarajah
as a delegate of the Australian Securities and Investments Commission

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

Under paragraph 655A(1)(b) of the *Corporations Act 2001 (Act)*, the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case specified in Schedule B, as if item 1A of the table in section 611 of the Act (as notionally inserted by ASIC Instrument 01/1041) were modified or varied by:

1. inserting in paragraph (c) after the words "afforded equivalent treatment", the words "by the person ("bidder 1") undertaking the procedure"; and
2. inserting after paragraph (c):

"In the case where a special voting arrangement is also in place in relation to other bodies corporate whereby:

- (i) bidder 1 has issued a special voting share to a special purpose body corporate (called the "other special voting company"); and
- (ii) the other special voting company is obliged to cast the votes attached to the special voting share only so as to mirror the votes cast by holders of ordinary shares in another body corporate ("bidder 2"), except where the vote relates to class rights actions or procedural resolutions,

then in the case of an acquisition under or pursuant to a procedure by bidder 1 for shares in the body corporate ("target 1") and shares in the other body corporate ("target 2") (each an "Offer"):

- (iii) for the purposes of subparagraph (c)(i) of this item, the offering of consideration by bidder 1 to:
 - (A) on the one hand, holders of ordinary shares in target 2 to the extent that it consists of one or more securities (each, an "exchangeable security") and one or more ordinary shares in bidder 1 for each ordinary share in target 2 (the total number of exchangeable securities and ordinary shares in bidder 1 offered for each ordinary share in target 2 being the "relevant number"); and
 - (B) on the other hand, holders of ordinary shares in target 1 to the extent that it consists of the relevant number of ordinary shares in bidder 1 for each ordinary share in target 1,

is taken to constitute bidder 1 affording equivalent treatment to holders of shares in target 1 on the one hand and holders of shares in target 2 on the other hand where under the terms of the procedure, each exchangeable security will be, immediately after

it is issued, transferred to bidder 2 and in consideration for which the holder of the security will receive one ordinary share in bidder 2; and

- (iv) in determining whether the holders of shares in target 1 and the holders of shares in target 2 are afforded equivalent treatment by bidder 1 in terms of the matters referred to in subparagraphs (c)(i), (c)(ii), (c)(iii), (c)(iv) and (c)(v) of this item, differences in or relating to the treatment of any of the following are to be disregarded:
- (A) holders of ordinary shares in target 1 whose address, as shown in the register of members, is a place outside this jurisdiction;
 - (B) holders of ordinary shares in target 2 whose address, as shown in the register of members, is a place outside the place in which target 2 was incorporated;
 - (C) ordinary shares, or the holders of ordinary shares, in target 1 which come into existence after the date set by bidder 1 under subsection 633(2);
 - (D) ordinary shares, or the holders of ordinary shares in target 2 which come into existence during the period within which Offers for those shares under the procedure may be accepted;
 - (E) holders of unmarketable parcels (as defined in subsection 619(5)) of ordinary shares in target 1;
 - (F) holders of any DLC Dividend Share (as defined in the constitutions of target 1 or target 2 (as relevant) as at the date of the commencement of this subparagraph) or special voting share issued by either target 1 or target 2; or
 - (G) holders of ordinary shares in target 2, to the extent that such differences relate to the ability of those holders to elect to receive either more or less ordinary shares in bidder 1 or exchangeable securities as consideration under the Offer (provided the total number of ordinary shares they receive in bidder 1 and bidder 2 (as consideration for the transfer of the exchangeable securities to bidder 2) for each ordinary share in target 2 is equal to the relevant number), or to the ability of those holders to participate in a facility whereby they can elect in certain circumstances for the ordinary shares in bidder 1 they would otherwise receive as consideration under the Offer to be issued to a nominee (approved in writing by ASIC) appointed by bidder 1 to sell, and to distribute to those holders their proportion of the proceeds of the sale, net of expenses;
-

provided that without limiting paragraph (b):

- (H) in the case of ordinary shares in target 1, or the holders of such shares, the treatment complies with this Chapter; and
 - (I) in the case of ordinary shares in target 2, or the holders of such shares, the treatment complies with all applicable requirements in the place where target 2 is incorporated; and
- (v) in determining whether the holders of shares in target 1 and the holders of shares in target 2 are afforded equivalent treatment by bidder 1 in terms of the matters referred to in subparagraphs (c)(ii), (c)(iii), (c)(iv) and (c)(v) of this item, the following differences are to be disregarded:
- (A) differences that would be immaterial in the opinion of a reasonable person holding ordinary shares in target 1;
 - (B) differences that relate to the presentation or formatting of information;
 - (C) differences in the information provided that relate to the differences in consideration referred to in paragraph (iii);
 - (D) differences in the period within which Offers under the procedure may be accepted, provided that:
 - (AA) dispatch of the Offers for ordinary shares commences at or about the same date; and
 - (BB) the Offers for ordinary shares have become or have been declared free of all conditions (other than the inter-conditional condition referred to in subparagraph (I)); and
 - (CC) the period within which Offers for ordinary shares in target 1 may be accepted does not end before the period within which Offers for ordinary shares in target 2 may be accepted, other than as a result of the acquisition by bidder 1 of all the issued ordinary shares in target 1;
 - (E) differences in advertising or telephone calls (together the "telephone campaign") made by or on behalf of bidder 1 or bidder 2 to holders of ordinary shares in target 1 or target 2 to discuss the Offers (whether or not for some other purpose as well), provided any such advertising or telephone campaign complies with applicable requirements in the jurisdictions in which they are published or conducted;
-

- (F) differences in the treatment of holders of ordinary shares in target 2 whose address as shown in the register of members is in the United States of America or who bidder 1 reasonably believes to be resident in the United States of America or to hold on behalf of a person resident in the United States of America, if the treatment complies with all applicable laws and regulations in the United States of America;
- (G) differences that relate to:
 - (AA) acceptance forms and how to accept the Offers and the transfer of shares that have been accepted into the Offers; and
 - (BB) the time for payment of consideration under the Offers if the maximum time for payment of holders of ordinary shares in target 1 is the same or less than the maximum time for payment of holders of ordinary shares in target 2;
- (H) differences that relate to:
 - (AA) differing procedural or regulatory requirements that apply to the issue or transfer of securities as consideration under the Offers; and
 - (BB) differing taxation requirements that apply to holders of shares in either target 1 or target 2, including requirements that apply in relation to the consideration received under the Offers; and
 - (CC) differing requirements that apply to compulsory acquisition, including the timing of commencement of, or completion of, compulsory acquisition; or
- (I) differences in conditions of the Offers or the waiver of conditions of the Offers for so long as the Offers for ordinary shares contain a condition ("the inter-conditional condition") that each Offer for ordinary shares is conditional on the other Offer for ordinary shares having become or having been declared free of all conditions (other than the inter-conditional condition), provided that both Offers for ordinary shares become or are declared free of all conditions other than the inter-conditional condition at or about the same time."

Note: Subsection 619(5) is notionally inserted into the Act by ASIC Class Order [CO 00/343].

3. inserting after item 1A:

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

- (i) a body corporate ("target 1") has issued a special voting share to a special purpose body corporate (called the "special voting company");
- (ii) the special voting company is obliged to cast the votes attached to the special voting share in relation to a joint decision matter (as defined in target 1's constitution) only so as to mirror the votes cast by holders of ordinary shares in another body corporate ("target 2"); and
- (iii) voting shares in target 1 may from time to time be held by a subsidiary of target 2 ("subsidiary") and a holding company of the subsidiary is obliged to procure that the subsidiary casts the votes attached to any such voting shares in relation to a joint decision matter (as defined in target 1's constitution as at the date of the commencement of this paragraph) to mirror (to the extent possible given the number of any such voting shares) the votes cast by holders of ordinary shares in target 2,

an acquisition that results from a procedure in relation to equitable interests (known as American Depository Shares) in ordinary shares in target 2 provided that the procedure:

- (a) is undertaken at or about the same time as a procedure in relation to ordinary shares in target 2 of the kind referred to in item 1A;
- (b) complies with all applicable laws and regulations in the United States of America; and
- (c) involves offers being made to acquire all interests of that kind relating to ordinary shares in target 2.

Schedule A

BHP Billiton Limited ACN 004 028 077 (*Bidder*)

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Schedule B

An offer by the Bidder for all the ordinary shares in Rio Tinto Limited ACN 004 458 404 (*Rio Tinto Limited*) (under an off-market bid) and an offer by the Bidder for all the ordinary shares in Rio Tinto Plc registered number 719885 (*Rio Tinto Plc*) a body corporate incorporated under the Companies Act of the United Kingdom (under a takeover bid governed by the rules set out in the City Code on Takeovers and Mergers of the United Kingdom) (each, the *Offer*) on or around the same date under which:

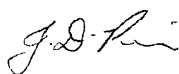
- (a) to the extent that securities are offered as consideration, each Rio Tinto Limited shareholder on the one hand and each Rio Tinto Plc shareholder on the other hand will ultimately receive (except to the extent that this instrument provides otherwise) the same number of ordinary shares (which can be either shares in the Bidder on the one hand or shares in BHP Billiton Plc, registered number 3196209 a body corporate incorporated under the Companies Act of the United Kingdom (*BHP Billiton Plc*) (issued as consideration for the transfer of BHP Billiton Limited Interim Shares to BHP Billiton Plc where those BHP Billiton Limited Interim Shares are issued as consideration under the Offer) on the other hand, or a combination of both) as consideration for each Rio Tinto Limited or Rio Tinto Plc ordinary share accepted into the Offers; and
- (b) where the Bidder and BHP Billiton Plc remain subject to the dual listed structure which was described in the Explanatory Memorandum of the Bidder dated 12 April 2001 and the formation of which was approved at a general meeting of holders of ordinary shares of the Bidder on 18 May 2001, as amended or modified as at the date of this instrument; and
- (c) during the period within which the Offers can be accepted, the equalisation ratio as defined in the constitution of Rio Tinto Limited is 1:1 and the equalisation ratio as defined in the constitution of the Bidder is 1:1.

Interpretation

In this instrument:

BHP Billiton Limited Interim Shares means a security issued by the Bidder which is not a voting share, the consideration for the transfer of which to BHP Billiton Plc will be ordinary shares in BHP Billiton Plc.

Dated the 19th day of March 2008



Signed by John David Price
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**


Notice of Cancellation of an Australian Financial Services Licence

TO: Fimat SNC ARBN 071 007 700 ("the Licensee")
Level 23, 400 George Street SYDNEY NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 235353 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 19th March 2008

Signed

.....

Allan Melville, a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001
Section 601CL(5)

Notice is hereby given that the names of the foreign companies mentioned below have been struck off the register.

Dated this twenty-fifth day of March 2008

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

AACHEN INVESTMENTS LIMITED	010 152 431
CLAIRMONT HOLDINGS & DEVELOPMENT LTD	108 067 198
COMPAGNIE MARITIME DES ILES	115 482 605
HENNEX MANAGEMENT LIMITED	063 057 081
mitsui ENGINEERING & SHIPBUILDING CO., LTD.	081 003 250
MRAG AMERICAS, INC.	113 429 306
PUZZLER MEDIA LIMITED	107 357 022
SWANFIELD PTE.LTD.	107 527 944

CORPORATIONS ACT 2001
Section 601CL(4)

Notice is hereby given that at the end of three months from the date hereof, the names of the foreign companies mentioned below will, unless cause is shown to the contrary, be struck off the register.

Dated this twenty-fifth day of March 2008

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

BERGHOFF WORLDWIDE	116 328 440
DIAGNOLOGY ASIA PACIFIC LIMITED	085 538 843
PARAMOUNT EXPORT COMPANY	071 173 405
PSM HEALTHCARE LIMITED	101 747 344
TAX PLANNING SERVICES LIMITED	124 134 069

CORPORATIONS ACT 2001
Subsection 601AB(3) & 601PB(3)

Notice is hereby given that the organisations mentioned below will be deregistered when two months have passed since the publication of this notice.

Dated this twenty-fifth day of March 2008

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
'SSAGE PTY LTD	107 547 446
A.C.N. 095 501 223 PTY LTD	095 501 223
A.C.N. 103 274 442 PTY LTD	103 274 442
A.C.N. 117 747 181 PTY LTD	117 747 181
ABRACOMPUTER PTY. LTD.	112 369 392
ABYRAS PTY LTD	062 876 359
ACTURA GROUP PTY LTD	112 387 550
ADDERSTONE HOLDINGS PTY LTD	054 557 078
ADVANCED POLYMER RECYCLING PTY LTD	103 289 274
AFFINISCAPE AUSTRALIA PTY LTD	112 388 664
ASIA PACIFIC FINE WINE AUCTIONS PTY LTD	103 278 379
ATS ALL TIME SECURITY PTY LTD	091 114 242
AUSTRALIAN BOOK FAIRS PTY. LTD.	081 194 087
AUSTRALIAN NATURAL ACTION TOURS PTY. LTD.	054 714 162
AUSTRALIAN WHOLESALERS AND MANUFACTURERS PTY. LTD.	117 751 470
AUTOMOTIVE R US PTY LTD	117 717 825
AUTOTEC PTY LTD	112 377 803
AVT AUSTRALIA PTY. LTD.	103 286 522
AWARD INVESTMENTS AUSTRALIA PTY LTD	107 534 814
A2Z GLOBAL RESOURCES PTY LTD	099 159 672
B.L.T. TRANSPORT PTY LTD	085 743 933
B & O TRANSPORT PTY LIMITED	103 304 981
BAO FANG PTY. LTD.	117 724 339
BASILISK CONSULTING PTY LTD	091 093 702
BF VENTURES PTY. LTD.	107 510 574
BIG EARS MEDIA GROUP PTY LTD	117 754 462

Name of Company	ACN
BLUE FROG DEVELOPMENTS PTY LTD	107 541 435
BOCA CHICA PTY. LTD.	091 103 598
BORN DESIGN PTY LTD	107 525 459
BRINDLEY MARKETING PTY LTD	112 363 532
BRISBANE VALLEY TRAVEL PTY LTD	107 510 145
BROOKVALE SPORTS PTY LTD	112 393 932
BROWN BANDICOOT PTY. LTD.	112 356 555
BROWN HILL NOMINEES PTY. LTD.	007 914 963
BY AIR PILBARA PTY LTD	091 124 542
CARIEL PTY LTD	117 765 072
CARSWELL CONTRACTING PTY LTD	117 729 665
CASGRAY INDUSTRIAL PRODUCTS PTY LIMITED	050 524 724
CAT CAT FASHIONS PTY. LTD.	117 733 294
CENTRYK PTY LTD	107 554 914
CHAMPION TRUCK BODIES PTY LIMITED	081 210 291
CHIB HOLDINGS PTY. LTD.	112 359 378
COL'S CATERING PTY LTD	107 535 473
COMMUNITY CAR AND TRUCK RENTALS PTY. LTD.	117 772 880
COOL BALL PTY LTD	112 360 933
CREATIVE THINKING INVESTMENTS PTY LTD	099 176 913
CUSTOM TRUCK IMPORTS PTY. LTD.	091 117 510
D.A.R.E. CHARITY LIMITED	117 722 951
DAJEST PTY LTD	085 753 313
DALRYMPLE MARKETING PTY LTD	112 408 705
DALTOFF PTY. LTD.	005 957 960
DATA MANAGEMENT CORPORATION PTY. LTD.	007 929 357
DDR AUTOMOTIVE SPAREPARTS PTY LTD	085 747 155
DIALPAD.COM AUSTRALIA PTY LTD	091 094 950
DIRECT SOLUTIONS GROUP PTY. LTD.	112 415 068
DIV'S CLEANING SERVICES PTY LTD	117 721 767
DJ AUCTION ENTERPRISES PTY LTD	117 762 633
DR. A. Y. NATHAN (MDP MANAGEMENT) PTY LTD	067 700 556
DREAMSTAR ENTERPRISES PTY LTD	117 722 782
EDWARDS GLOBAL SERVICES PTY. LTD.	091 092 287
EIGHTY-SEVENTH STRATEGY PTY. LTD.	005 956 963
EMPIRE RADIO PTY. LIMITED	117 750 008
EURO-WASH AUSTRALIA PTY LTD	063 044 780

Name of Company	ACN
EVEROAK ENTERPRISES PTY LTD	091 082 996
EVERSTU PTY LTD	099 153 670
EXOTIC PRODUCE MARKETING PTY LTD	103 295 165
FARR FINANCE PTY. LTD.	072 348 504
FITAC PTY LTD	116 390 188
FLORINA COOLSTORES PTY. LTD.	005 612 877
FRANBEST PTY. LTD.	103 297 749
FRESH FRUIT 4 U PTY LTD	103 294 060
FRESH PICKING PTY LTD	117 722 228
FROMOSA PTY LTD	117 702 351
GACEM PTY. LTD.	117 729 307
GEMINI HOME DESIGNS PTY LTD	067 675 290
GIFTPAC PTY. LTD.	112 368 984
GLENHIGH NOMINEES PTY LTD	091 082 978
GLF LEGAL PTY LTD	099 162 240
GLOBE INTERACTIVE PTY LTD	117 746 031
GOLD COAST BLOCK CONSTRUCTION CO. PTY. LTD.	054 721 050
GONSAIGON PTY LTD	107 553 953
GRACE DEVELOPMENTS INTERNATIONAL PTY LTD	067 672 637
GRAMBAUER HOLDINGS PTY LTD	103 311 646
GREENFOOD INTERNATIONAL PTY LTD	117 735 501
GREMPINE PTY. LTD.	072 054 123
GRYPHON GROUP (MELBOURNE) PTY LTD	107 552 278
HAMEN PTY LTD	117 747 350
HIGH PROFILE BRICKLAYING PTY LTD	117 730 337
HKC AUSTRALIA PTY LIMITED	095 501 929
HOWL (QLD) PTY LTD	117 748 286
HURLEYS BUTCHERY PTY LTD	103 280 986
HYDEGILD PTY LTD	008 861 158
HYETT CONSTRUCTIONS PTY. LTD.	081 220 368
I.S. CONSTRUCTION PTY. LTD.	006 365 920
INDIGENOUS PTY. LTD.	107 553 195
INDUS AUSTRALIA PTY LTD	117 725 756
J.A. FRAMING PTY. LTD.	007 134 901
JAMTREX PTY LTD	112 414 178
JARNICK PTY LTD	107 510 181
JETPRO PTY LIMITED	000 863 052

Name of Company	ACN
JIM CERCHI RACING PTY LTD	117 722 237
JOHN CARMICHAEL AND ASSOCIATES PTY LTD	107 527 195
JONAH INVESTMENTS PTY LTD	095 490 243
JP 8 PTY LIMITED	091 114 171
JUST 1 CALL (FRANCHISING) PTY LTD	103 311 986
K & S INTERNATIONAL MARKETING PTY LTD	076 958 775
K & S WHICHELO PTY. LTD.	107 531 359
KERFONE HOLDINGS PTY. LTD.	063 009 209
KH AUSTRALIA PTY LTD	117 749 649
KONTEAKI DESIGN FURNITURE PTY LTD	003 865 674
LANCOT PTY. LTD.	010 441 086
LAZAR INVESTMENTS PTY LTD	095 500 931
LEGS - LAWYERS ON THE MOVE PTY. LTD.	085 775 631
LILIFASHION PTY. LTD.	107 239 350
LYCOL PTY LTD	117 743 656
M.V.P. BRICKLAYING PTY LTD	112 389 143
MADEKA SHUTTERS PTY. LTD.	117 720 751
MAROONDAH HOLDINGS PTY LTD	103 300 732
MAXIMUM RISK SOLUTIONS PTY LTD	112 404 725
M C PASTORAL COMPANY PTY LTD	001 547 422
MEDIASEARCH PTY LTD	099 160 871
MICHAEL GOURLEY LANDSCAPING PTY LTD	117 741 894
MICK MCKENDRY & ASSOCIATES PTY. LTD.	011 007 597
MILLIEMARK PTY. LTD.	107 525 851
MIRETON PTY. LTD.	067 730 241
MMM COURIER EXPRESS PTY LTD	072 310 822
MOL ENTERPRISES PTY. LTD.	076 976 335
MONTANA CAPITAL LIMITED	117 729 861
MOOREBANK TRUCK SPARES & REPAIRS (NSW) PTY LTD	117 704 873
MOTION PICTURE MANAGEMENT PTY LTD	010 987 649
MUI INVESTMENTS PROPRIETARY LIMITED	005 957 068
MULGIN RESORTS PTY LTD	117 766 604
NANOTRADE PTY LTD	112 358 960
NB GROUP INVESTMENTS PTY LTD	117 747 421
NEO SAR MOTORHOMES PTY LTD	112 381 156
NICES TRAVEL PTY. LIMITED	010 778 542
NISSHO SHOJI AUSTRALIA PTY. LIMITED	103 272 868

Name of Company	ACN
NORTHERN INSTALLATION PTY LTD	117 736 419
ODINN PTY LTD	088 869 792
ONLINE TRAVEL AGENT PTY. LIMITED	067 652 966
O S L HOLDINGS PTY LTD	095 525 330
P. J. CONSULTING PTY LTD	081 209 556
PARCELTRAC PTY. LIMITED	003 911 859
PASSION FUTBOL PTY LTD	099 190 744
PEREZ PTY LTD	103 306 734
PERSONALIZED DJ SERVICES PTY LTD	112 396 086
PETER PAN INTERIORS PTY LTD	112 361 332
PINK MANAGEMENT PTY LIMITED	091 117 412
PLENTY VALLEY HEAVY HAULAGE PTY. LTD.	099 192 140
PLJ & K ATHERTON PTY LTD	107 521 979
POHLNER SECURITIES PTY LTD	107 548 961
PRISONERS ADVOCATE LEGAL SERVICE LIMITED	117 716 962
PUMPKIN MANAGEMENT PROFESSIONAL PTY LTD	112 388 913
RASLEN PTY LTD	079 098 178
RAY & LARRAINE BELL PTY. LTD.	072 320 202
REDFOX ENTERPRISES PTY LTD	107 555 064
RESIDENT PTY. LTD.	103 311 299
RIVERVALE MANAGEMENT CORPORATION PTY. LTD.	095 498 892
S.PRINTER.S NEW ENGLAND PTY LTD	095 403 231
SAFI BROS TRANSPORT PTY LTD	091 113 174
SARGEO HOLDINGS PTY LTD	095 493 342
SCREWWIN CLOSURES AUST PTY LTD	112 381 576
SEACOMBE ARCH PTY. LTD.	007 350 825
SHARALEE PTY LTD	117 760 022
SHELBY NOMINEES PTY LTD	067 731 186
SHOPETOOLS PTY LTD	099 170 680
SKYELINE INVESTMENTS (AUST) PTY. LIMITED	112 383 105
SLEEP NATURALLY PTY LTD	099 161 814
SONG YUAN (AUSTRALIA) PTY LTD	107 534 510
SOUTHERN CROSS SECURITY QUEENSLAND PTY LTD	099 170 180
SPR FARMERS PTY. LTD.	103 297 641
STRATEGIC PLANNING & ACCOUNTING PTY LTD	000 860 266
SYSWARE PTY. LTD.	076 922 926
TAG AUTO MOTIVES PTY LTD	112 404 976

Name of Company	ACN
TAG SMASH REPAIRS PTY LTD	112 404 985
TCEP AUSTRALIA HOLDINGS PTY LIMITED	117 755 790
TCEP AUSTRALIA PTY LIMITED	117 755 914
TELECOM SOLUTIONS PTY LTD	095 504 171
THAT'S GORGEOUS PTY LTD	117 747 896
TIAN XING PTY. LTD.	117 738 468
TIGA SERVICES PTY LTD	107 525 093
T K GROUP HOLDINGS PTY LTD	117 769 463
TOOCH PTY LTD	085 783 222
TRANITE PTY LTD	107 521 111
TRAY HOLDINGS PTY. LTD.	009 288 840
TRIBAR FINANCE PTY LTD	085 765 859
TUBB ENTERPRISES PTY LTD	091 094 138
U.S. TRUCK SALES PTY. LIMITED	003 905 619
UTIC PTY LTD	117 768 868
VANTAGE CRAFT PTY. LTD.	006 906 074
VIP APPAREL PTY LTD	117 773 065
VITA POWER HEALTH PRODUCTS PTY LTD	117 735 341
VIZIQOR AUSTRALIA PTY LTD	099 159 743
VTE SERVICES PTY. LTD.	117 721 927
W. LEE FASHIONS PTY LTD	091 115 187
WAIROA TIMBER SUPPLIES PTY LTD	112 386 795
WATERLESS PRODUCTS LIMITED	117 749 989
WATERMARK PROPERTY PTY LTD	107 549 244
WAYNE AUSTRALIA PTY LTD	072 321 067
WESTOCK CORPORATION PTY LTD	112 416 341
WILDER GLOBAL ENTERPRISES PTY. LTD.	112 389 741
WIZARD COMPANY INVESTMENTS PTY LTD	081 185 079
XTREME WATER SKIING PTY LIMITED	112 387 532
YVG ENTERPRISES PTY LTD	107 518 516
ZAHARA DESIGNS PTY. LTD.	117 737 176
ZUCCHERO INTERNATIONAL PTY LTD	117 770 484

CORPORATIONS ACT 2001
Subsection 601AB(3)

Notice is hereby given that the companies mentioned below
will be deregistered when 2 months have passed since the publication
of this notice.

Dated this twenty-fifth day of March 2008

Rosanne Bell
DELEGATE OF THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
A.C.N. 095 318 291 PTY LTD	095 318 291
A.C.N. 103 226 839 PTY LTD	103 226 839
A.C.N. 106 853 196 PTY LTD	106 853 196
ACE-IT BRICKLAYING PTY LTD	100 329 520
ACN 063 087 141 PTY LTD	063 087 141
AH & JR HANSON PTY LTD	102 233 394
ALPHA SOLAR (AUST) PTY. LTD.	118 375 447
ATCO BUILDING NSW PTY. LIMITED	077 796 420
ATM CASH NETWORKS PTY LIMITED	091 555 912
AUTHUR TAYLOR PTY LTD	113 343 687
AYLA'S CAFE PTY LTD	111 174 719
A1 OZZY TILERS PTY LTD	109 876 851
B. & J. FERGUSON PTY. LTD.	097 470 687
BAIRD CONCRETE CONSTRUCTIONS PTY LIMITED	050 052 287
BAYSIDE PROJECT SERVICES PTY LTD	103 747 146
BEST INTERNATIONAL PTY. LTD.	081 066 006
BRIGHT MOVERS PTY LIMITED	095 142 797
C.M. DEVELOPMENTS PTY. LTD.	078 568 984
CAIRNS DEVELOPMENT COMPANY NO 2 PTY LTD	106 259 652
CAIRNS DEVELOPMENT COMPANY PTY LIMITED	106 047 054
CAMPBELLTOWN FRAMES & TRUSSES (MANUFACTURING) PTY LTD	003 936 963
CAPPON DESIGN INTERNATIONAL PTY LTD	093 229 951
CASTLE DEVELOPMENT GROUP PTY. LTD.	100 697 729
CENTRAL KITCHENS & JOINERY PTY LTD	117 286 012
CHELBAR PTY LTD	056 540 553

Name of Company	ACN
CHRYSOTILE CORPORATION OF AUSTRALIA PTY LTD	000 446 202
CITY ORTHOTIC CENTRE PTY. LTD	058 902 131
CLASSIC ROOFING PTY. LTD.	009 571 671
CLEAR VOICE PTY LTD	100 066 082
COLIN'S SMASH REPAIRS PTY LTD	089 329 706
CONTEMPORARY SERVICES CORPORATION AUSTRALIA PTY LIMITED	082 248 959
D.A. JOHNSON PLUMBING SERVICES PTY LTD	103 736 803
DATAMINI COMPUTERS PTY. LTD.	010 515 009
DAVID GOWEN PTY LIMITED	106 745 171
DE MARTIN & JEFFREY PTY. LIMITED	084 765 257
DESIGN CONCEPT IN FURNITURE PTY. LTD.	008 104 407
D G E SYSTEMS PTY LTD	001 446 902
DIMITRI WATERPROOFING PTY LTD	105 338 127
DIRECT FRAMING PTY. LTD.	089 259 423
DIRTY DEEDS LABOUR HIRE PTY LTD	119 337 003
DNL RESOURCES PTY LTD	071 957 536
ENERGY PLENTY PTY LTD	086 796 821
ENEWS PUBLICATIONS PTY LTD	105 460 759
ENGWORKS PTY LTD	113 328 475
ETHAN REBOLLEDO PTY LIMITED	101 416 095
EUROEFFECT (NSW) PTY LIMITED	099 724 697
EYE-Q PTY LTD	099 658 492
FAMEWALK PTY LTD	081 375 153
FAXBRIGHT PTY. LIMITED	093 536 513
FOSTERS SHOWER SCREENS & BUILTIN WARDROBES PTY LIMITED	059 256 049
FOUR WINDS PRODUCTS PTY LTD	091 232 727
FRED WILLIAMS BUILDING PTY LTD	070 631 444
FROGGY MUSIC PTY LIMITED	095 988 542
FRUTAL PTY. LTD.	060 758 938
GME LOGISTICS & WAREHOUSING PTY LTD	114 316 228
GUTHREYS TOURS PTY LTD	103 042 379
HAMERCON DEVELOPMENTS PTY LTD	110 040 714
H J A INVESTMENTS PTY LTD	101 263 807
HOME ART PAINTING PTY LTD	107 753 597
INDOCHINA AIRLINES PTY LTD	118 168 657
INDUSTRIAL 357 PTY LTD	002 074 357

Name of Company	ACN
JAAP INTERNATIONAL PTY. LTD.	104 619 463
JAMES SANDS TRANSPORT PTY LTD	093 602 405
JOVIN CORPORATIONS PTY LTD	097 145 625
JULY PTY LIMITED	103 863 378
KERRS KOURIERS PTY LTD	087 236 084
KEYDOC PTY LIMITED	088 217 314
KHALED AZZI PTY LTD	081 817 656
KINETRONIC PTY LTD	088 430 899
KNOWIT PTY LTD	105 148 712
KUNUNURRA TRANSPORT SERVICES PTY LTD	104 470 975
LESKO CONSTRUCTIONS PTY. LIMITED	056 391 005
LYMCABE PTY LTD	003 389 302
L2L COMPANY PTY LTD	109 788 856
M & Y PETROLEUM PTY. LTD.	093 928 682
MAINLINE HOLDINGS PTY LTD	000 362 765
MAM MORTGAGES LIMITED	007 051 283
MANSFIELD STREET AUTO PTY. LTD.	104 421 605
MARIA'S CARPET CLEANING SERVICES PTY LTD	100 890 131
METROPOLITAN CONTAINERS PTY LTD	111 949 092
MICHAEL CHARLES JEWELLERS PTY LTD	092 014 367
MIG ENGINEERING PTY LTD	076 673 106
MONDO THINGO FURNITURE PTY LTD	108 103 831
N. J. FOOD MANUFACTURING PTY LTD	081 752 356
NETHERLEIGH PTY LTD	086 747 926
NEWLAND CONSULTING PTY LTD	097 464 027
NITAN PTY LTD	096 926 340
NO22 PTY LTD	107 532 687
NSW EMPLOYMENT SERVICES PTY LTD	109 613 541
OCEANIA BROTHERS TRADE AND INVESTMENT PTY. LTD.	080 621 549
OXFORD CHARCOAL PTY LTD	116 219 240
P.P.K. TECHNOLOGY PTY. LTD.	088 302 603
PANG & FENG BUSINESS MANAGEMENT PTY. LTD.	097 125 016
PANM PTY LTD	004 959 782
PESCOMM TELECOMMUNICATION PTY LTD	111 731 938
PINEWAVE TOURIST SERVICES PTY LTD.	010 934 344
PLANADA HOLDINGS PTY. LTD.	063 740 027
PRIMAL TRANSPORT PTY. LTD.	098 678 365

Name of Company	ACN
PRIMARY COMMODITY EXPORTS PTY LTD	097 245 513
PRINCE HOTEL CORPORATION PTY LTD	099 427 988
PRINCIPLE INDUSTRIES PTY LTD	105 310 576
PROPERTY & EQUITY DEVELOPMENTS PTY LTD	095 570 728
PWT SERVICES PTY LIMITED	110 706 351
RICHPEAK PTY. LIMITED	051 879 451
RICK HOLST & CO PTY LTD	000 908 216
RMJV PTY. LTD.	096 696 703
ROY G. ADAMSON PTY LTD	088 042 568
SCHUMACHER & D'SOUZA CONSTRUCTION PTY. LTD.	112 644 916
SECURECOM SYSTEMS PTY. LTD.	005 704 209
SOS TRANSPORT PTY LTD	060 889 661
SPACEMALL PTY. LIMITED	062 852 395
SSS GROUP SERVICES PTY LTD	099 417 026
STELLA MARIS BEACH BAR & RESTAURANT PTY LTD	091 267 613
SUCCESS PTY. LIMITED	056 017 942
SURFSIDE METAL ROOFING PTY LTD	107 474 046
TORWIL PTY. LIMITED	094 036 665
TURF TECH (AUSTRALASIA) PTY LTD	104 166 538
UNIQUE TEAM PTY LIMITED	116 465 822
WAVERIDE PTY. LTD.	094 549 612
X-FACTOR MEDIA PTY. LTD.	099 839 442
XXX MARINE PTY LTD	104 802 968
YASTOM PTY LTD	092 761 423
YOUR EXPERT SERVICE (AUST) PTY. LTD.	060 470 822

CORPORATIONS ACT 2001
Subsection 601AA(4)

Notice is hereby given that the companies mentioned below will be deregistered when two months have passed since the publication of this notice.

Dated this twenty-fifth day of March 2008

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
ADELAIDE GEAR PTY. LTD.	008 209 658
AEON INTERNATIONAL PTY LTD	110 262 318
ALPINE TRIP PTY. LTD.	009 086 060
ANDERSON PROPERTIES PTY. LTD.	061 798 418
ANDIAMO INVESTMENTS PTY LIMITED	125 785 499
ANDREW MCLEISH PTY. LTD.	006 603 069
ANNWYN INVESTMENTS PTY LTD	000 795 344
ARNCAM PTY LIMITED	109 797 588
AVE DEVELOPMENTS PTY LTD	008 757 588
BAJ ENTERPRISES PTY. LTD.	118 545 485
BARINA INVESTMENTS PTY LTD	000 922 994
BARNETTKNIGHT CORPORATION PTY LTD	100 777 400
BARRY MYLECHARANE ELECTRICAL SERVICE PTY LTD	002 084 157
BCG PERSONNEL PTY. LTD.	117 298 816
BEDGGOOD NOMINEES PTY. LTD.	065 162 727
BLAIK HOLDINGS PTY LTD	113 649 120
BRIGHTPAK PTY LTD	124 415 854
BRUVINE PTY LTD	077 645 964
BS4M PTY LTD	117 466 592
BUMPER CROP PTY LTD	077 771 834
CAROFAM NOMINEES PTY LTD	001 137 677
CARUS IMAGO PTY LTD	093 750 522
CASCADE CONCEPTS PTY LTD	113 928 288
CASHFLOW LOGIC PTY LTD	103 847 016
CENTRALISED MANAGEMENT SERVICES PTY LTD	116 859 511

Name of Company	ACN
C F FLANAGAN & CO PTY LTD	081 865 689
CLUB SAVERS AUSTRALIA PTY LTD	100 482 111
COAST EMBROIDERY PTY LTD	109 407 196
COLTLINE PTY LTD	084 376 376
CONMERE PTY. LTD.	010 733 650
COOLING BROS COMMERCIAL GLAZING PTY LTD	103 817 269
COROLAND PTY LTD	101 568 843
CURTALE MANAGEMENT PTY LTD	002 733 100
C6 ENERGY 2 PTY LIMITED	127 846 977
D & C WILKINSON HOLDINGS (BOWRAL) PTY LTD	125 472 531
DARK IMAGE PTY. LTD.	007 175 377
DAVID KEIG & ASSOCIATES PTY LTD	059 304 371
DEBRETT'S TRAVEL PTY. LTD.	009 147 719
DELTA RIDGE PTY. LTD.	006 898 979
DENVER CARRINGTON PTY LTD	100 914 743
DESIGNER J PTY LTD	118 387 876
DIMSON PTY. LTD.	005 794 525
DJR BUILDING & CONSULTING SERVICES PTY LTD	112 870 952
DOUBLE PEAKS PTY. LTD.	059 227 217
DPM BAYSIDE PTY LTD	102 264 148
DPM NORTHSIDE PTY LTD	101 414 233
DYNAMIC 4 INDUSTRIES PTY LTD	091 376 251
EASTERN PALACE PTY. LTD.	056 336 157
EASY SEARCH AUSTRALIA PTY LIMITED	077 019 384
ELEC AUSTRALIA PTY LTD	113 304 000
ELSTERN IMPORT & WHOLESALE PTY. LTD.	005 504 665
EROLEATON PTY. LIMITED	003 591 768
FIBASUN PTY LTD	003 312 187
FILIPPO FRANZE PTY. LTD.	006 605 992
FIRE SAFETY SPECIALISTS PTY LTD	124 256 999
FLOOR COVERING PTY LTD	092 737 150
FOOD 4 INDUSTRY PTY LTD	104 675 130
FRENCH ISLAND INDUSTRIES PTY LTD	107 928 807
G.C.M. HAULAGE PTY LTD	085 765 573
GADSBY PROPERTIES PTY. LTD.	063 271 063
GANJAH PTY LTD.	056 445 446
GLENGARY HOLDINGS PTY. LTD.	070 131 065

Name of Company	ACN
GLOLIA PTY LTD	121 499 456
G N BRYAN ELECTRICAL PTY LTD	122 256 357
GRAFTON PROJECT PTY LTD	094 221 066
GRAHAM SMITH PTY LTD	083 565 235
GRBS INVESTMENTS PTY. LTD.	067 102 345
H & P UNIVERSAL PTY. LTD.	118 281 280
HASCO (AUST) PTY LIMITED	109 535 097
HERRIOTS PLANT AND MACHINERY VALUATIONS PTY LTD	099 477 433
HOWARD STEELE PTY LTD	000 900 130
HUMAN BODY WORKSHOP PTY LTD	128 017 505
IBLINK ONLINE ADVERTISING PAGES PTY LTD	122 080 488
IJS SERVICES CONSULTING PTY LTD	092 567 381
INSUL-CRETE PTY LTD	091 532 026
INTEGRITY MORTGAGE SOLUTIONS PTY LIMITED	098 065 984
JAKL TECHNOLOGY PTY LIMITED	055 452 296
JALAM PTY LTD	002 685 038
JANS SCHOOL OF LIFESTYLE & FITNESS PTY LTD	086 421 267
J G REES INVESTMENTS PTY LTD	002 350 192
JMACS PTY LTD	068 289 654
JOLDON PTY. LTD.	056 482 850
J PINNOCK MAINTENANCE SERVICES PTY LTD	107 381 519
JSMC INVESTMENTS PTY LTD	110 639 542
KADCOE PTY LTD	076 555 345
KENT INVESTMENTS (W.A.) PTY LTD	111 334 617
KERI PTY LTD	056 404 669
KIMIKO ISHIZAKI PTY LTD	007 211 332
KIRI BROTHER CONSTRUCTION PTY. LTD.	096 681 926
KMMG LAWYERS PTY LIMITED	113 022 996
KOALA LIGHTING PTY. LIMITED	117 524 375
LANCORP PTY. LTD.	010 498 263
LANDRIDGE INVESTMENTS PTY. LTD.	116 821 606
LAXON INDUSTRIES PTY. LIMITED	117 523 832
LEEF INVESTMENTS PTY. LTD.	010 122 059
LET'S GO B J PTY LTD	097 135 254
LINEAR FURNITURE DESIGNS PTY LTD	095 488 725
LM RENOVATIONS PTY LTD	106 145 546
LOGISTICS TRAINING INSTITUTE PTY LTD	125 329 508

Name of Company	ACN
LOMALINDA INVESTMENTS PTY LTD	067 527 593
LOTONS ASSET SERVICES PTY LTD	093 727 710
M. J. L. PTY. LTD.	010 072 125
M & P ADMINISTRATION PTY LTD	103 860 206
MAC PARA AUSTRALIA PTY. LTD.	114 319 676
MARENCOM PTY. LIMITED	075 074 627
MARGE TRANSPORT PTY. LTD.	006 126 192
MARIO GRASSO CONSTRUCTIONS (NSW) PTY LTD	102 461 594
MELDA AUSTRALIA PTY. LTD.	107 641 583
MERI ANTIC HAIRDRESSERS PTY LTD	104 960 796
MICHAEL HABIB'S TOUR AND TRAVEL PTY LTD	081 298 482
MUNDY STREET DEVELOPMENTS PTY. LTD.	055 457 095
MY GREAT AUSTRALIA PTY. LTD.	101 491 187
NATHAN PROJECT PTY LTD	098 112 871
NATIKA PTY LTD	066 874 431
NAVIGUER INVESTMENTS PTY. LTD.	082 191 642
NICAL PTY LTD	068 425 356
NINION HOLDINGS PTY LTD	001 131 835
NIPCOMBE PTY. LTD.	072 671 053
NUGU PTY LTD	118 410 263
OCEAN AIR JOINT VENTURE PTY LTD	105 890 935
ONA PTY LTD	106 529 408
ORAZZAL PROPRIETARY LIMITED	005 509 615
OUT-WEST CARPETS PTY. LTD	058 237 326
P & R DOWRIE PTY. LIMITED	010 877 415
PAK-MAN AUSTRALIA PTY LTD	128 081 836
PAMGLOBE PTY. LIMITED	004 007 194
PAPER CREATIONS PTY. LTD.	077 742 093
PASCO MANAGEMENT & FINANCIAL SERVICES PTY. LTD.	069 210 920
PHASELINK PTY. LTD.	007 381 820
PJU ENTERPRISES PTY. LTD.	067 188 452
PLAR ENTERPRISES PTY LTD	099 868 961
PRAGUE HOUSE LIMITED	066 184 585
PRECOM PROJECTS PTY LTD	094 467 688
PREMIUM BLINDS (VIC.) PTY. LTD.	091 629 855
PR MARKETING PTY LTD	074 144 951
PRODUCTION PROPERTIES PTY LTD	068 837 169

Name of Company	ACN
PR PRODUCTION PTY LIMITED	095 186 842
Q O L PROPERTIES PTY LTD	107 114 241
QSD3 PTY LTD	094 070 274
QSD4 PTY LTD	082 121 784
QSD5 PTY LTD	074 689 651
QUICKPICKUP COURIERS PTY LTD	113 068 590
QUINCRES PTY LTD	113 094 027
R & L BANTOFT PTY LTD	114 792 460
RAFY PTY LTD	114 582 455
RETAIL CONSULTING PTY LTD	073 767 549
RICDON NOMINEES PTY LTD	008 888 944
RICHARD OLD CONTRACTING PTY. LTD.	065 819 810
RIVERWALK PTY LTD	009 739 351
R L & H M REID PTY LTD	002 085 627
ROBERTSON AIRCONDITIONING PRODUCTS PTY LTD	075 305 592
ROBERTSON COMFORT SOLUTIONS PTY LTD	010 048 950
ROLAND CLOTHING CO PTY LTD	000 541 757
RUSSELL CONSULTING SERVICES PTY. LTD.	091 863 375
S. GREENHORN PTY. LTD.	005 969 666
S & A BANNO PTY LIMITED	094 151 309
SANLY PTY LTD	088 459 983
SECCHIO PTY LTD	100 605 098
SECUREMATION PTY. LTD.	127 447 447
SETANTA CONSULTING PTY LTD	093 984 715
SGJ HOLDINGS PTY LTD	096 516 942
SHAZOOM PTY LIMITED	091 201 973
SILVERBUSH PTY LTD	069 968 654
SJW CONSTRUCTIONS PTY LTD	097 617 715
SJY CONTRACTING PTY LTD	069 908 774
SKY SEA EARTH PTY LTD	120 996 447
SOUTHERN CROSS ASIA PACIFIC PTY LTD	112 784 719
SOUTHPORT PROJECT PTY LTD	087 704 621
SPACE EXPRESS AUSTRALIA PTY LTD	080 644 604
SPENCEJO PTY LTD	106 766 910
SPINKS PROJECT PTY LTD	101 883 658
SPRINGFIELD FAIR PTY LTD	074 850 525
STAMFORD ROAD PROJECT PTY LTD	096 820 281

Name of Company	ACN
STANHOPE WINTER PTY LTD	108 146 363
SWORD DEVELOPMENT PTY LTD	096 982 240
SYDNEY TIMBER INDUSTRY DISTRIBUTION SERVICES PTY. LTD.	003 889 987
T.G.P. ENTERPRISE PTY LTD	106 603 043
TDK SERVICES PTY LTD	069 661 838
TEDESCO HOLDINGS PTY LIMITED	112 755 423
TER CORPORATION PTY LTD	090 520 700
THE KWAN PRODUCTIONS PTY LTD	110 982 673
THROTTLE MASTERS HIGHLY DEVELOPED CUSTOM MOTORCYCLES PTY LIMITED	064 402 179
TODAY TRAINING PTY LTD	123 888 531
TORPY'S AUTOMOTIVE & INDUSTRIAL PAINT SUPPLIES PTY LTD	121 239 790
TOSCO INVESTMENTS PTY. LTD.	077 946 331
V.C. HENDY PTY LTD	105 531 584
V C Y INTERNATIONAL PTY LTD	119 963 647
VIPA BUNDABERG PTY LTD	104 329 017
VYNCOPIC PTY. LIMITED	010 854 538
WAVELENGTH SOLUTIONS PTY. LTD.	113 500 459
WHITE HILLS NOMINEES PROPRIETARY LIMITED	004 998 234
WINNER'S FAMILY CARS PTY. LTD.	010 922 344
WORKABLE ENTERPRISES PTY LTD	059 240 416
XAVIER CERRETO & CO. PTY. LIMITED	005 606 342
XPOSURE CREATIVE MARKETING PTY LTD	099 102 397
YAN YUE AUSTRALIA PTY. LTD.	081 744 603
YES BRASIL PTY LTD	113 210 870
ZYNTAND PTY. LTD.	006 697 150

CORPORATIONS ACT 2001
Subsection 601PA(3)

Notice is hereby given that the managed investment scheme(s) mentioned below will be deregistered when two months have passed since the publication of this notice.

Dated this twenty-fifth day of March 2008

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme	ARSN
INVESTA INDUSTRIAL CORE FUND	122 502 390
LANDMARK FIXED TERM COMMERCIAL PROPERTY TRUST NO. 1	093 255 782
LANDMARK INDUSTRIAL PROPERTY PORTFOLIO - SYNDICATE NO. 3	086 455 610
MACQUARIE TAX EFFECTIVE MONTHLY YIELD FUND	111 535 810
MACQUARIE TREASURY "PLUS" FUND NO. 1	094 734 513

CORPORATIONS ACT 2001
Subsection 601PB(2)

Notice is hereby given that the managed investment scheme(s) mentioned below will be deregistered when two months have passed since the publication of this notice.

Dated this twenty-fifth day of March 2008

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme	ARSN
AUSTRALIAN MEZZANINE INCOME FUND	111 796 046
L G ASIAN SMALLER COMPANIES FUND (FOR SUPERANNUATION FUNDS)	110 488 661
MERRILL LYNCH STRATEGIC ABSOLUTE RETURNS FUND	097 921 965

Corporations Act 2001
Subsection 164(3)

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

ACN 128938590 LIMITED ACN 128 938 590 will change to a proprietary company limited by shares. The new name will be ACN 128938590 PTY LTD ACN 128 938 590.

CROWN LEWIS LIMITED ACN 126 835 194 will change to a proprietary company limited by shares. The new name will be CROWN LEWIS PTY LTD ACN 126 835 194.

GOLDLINK MANAGED INVESTMENTS LIMITED ACN 116 994 686 will change to a proprietary company limited by shares. The new name will be GOLDLINK MANAGED INVESTMENTS PTY LTD ACN 116 994 686.

PEPPERS LEISURE LIMITED ACN 087 741 599 will change to a proprietary company limited by shares. The new name will be PEPPERS LEISURE PROPRIETARY LIMITED ACN 087 741 599.

SAGACIOUS FUNDS MANAGEMENT LIMITED ACN 118 769 485 will change to a proprietary company limited by shares. The new name will be SAGACIOUS FUNDS MANAGEMENT PTY LTD ACN 118 769 485.

TOURISM, HOTELS & LEISURE LIMITED ACN 006 430 075 will change to a proprietary company limited by shares. The new name will be TOURISM, HOTELS & LEISURE PROPRIETARY LIMITED ACN 006 430 075.

V-PATCH MEDICAL SYSTEMS PTY LTD ACN 103 685 285 will change to a public company limited by shares. The new name will be V-PATCH MEDICAL SYSTEMS LIMITED ACN 103 685 285.

CORPORATE COMBINED SUPERANNUATION PTY LTD ACN 104 967 964 will change to a public company limited by shares. The new name will be CCSL LIMITED ACN 104 967 964.

GOLDLINK CAPITAL ASSET MANAGEMENT LIMITED ACN 103 567 291 will change to a proprietary company limited by shares. The new name will be GOLDLINK CAPITAL ASSET MANAGEMENT PTY LTD ACN 103 567 291.

MFS CONVERTIBLE BONDS LIMITED ACN 129 245 816 will change to a proprietary company limited by shares. The new name will be MFS CONVERTIBLE BONDS PTY LTD ACN 129 245 816.

REDMAN MINING LIMITED ACN 108 048 371 will change to a proprietary company limited by shares. The new name will be REDMAN MINING PTY LTD ACN 108 048 371.

STELLA HOLIDAYS LIMITED ACN 100 072 704 will change to a proprietary company limited by shares. The new name will be STELLA HOLIDAYS PROPRIETARY LIMITED ACN 100 072 704.

TRACKAXLE PTY LTD ACN 083 159 835 will change to a public company limited by shares. The new name will be TRACKAXLE LIMITED ACN 083 159 835.