



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

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RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the Corporations Act and the other legislation administered by ASIC may have rights of review. ASIC has published **Practice Note 57 [PN57] Notification of rights of review** and Information Sheet [INFO 1100] **ASIC decisions – your rights** 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.

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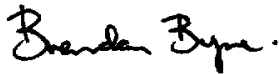
Change of company status

04 / 08 27

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 951B(1)(c) and 1020F(1)(c) - Revocation

Under paragraphs 951B(1)(c) and 1020F(1)(c) of the *Corporations Act 2001* the Australian Securities and Investments Commission revokes Class Order [03/448].

Dated the 22nd day of June 2004



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

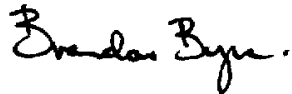
**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 911A(2)(l) - Revocation**

04 / 08 28

Under paragraph 911A(2)(l) of the *Corporations Act 2001* the Australian Securities and Investments Commission revokes Class Order [03/244].

This instrument takes effect on gazettal.

Dated the 22nd day of June 2004



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

04 / 08 30

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is hereby given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made orders, a copy of which is set out below, which orders took effect on the date of service of them on the person to whom they related, being 7 July 2004.

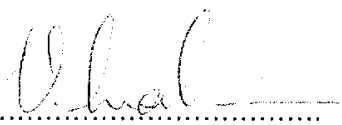
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF JOHN LLOYD CAUST****AND****SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001**

To: JOHN LLOYD CAUST
96A Balwyn Road
Balwyn Vic 3103

**ORDER PURSUANT TO SECTIONS 920A AND 920B OF THE
CORPORATIONS ACT 2001**

TAKE NOTICE that the Australian Securities and Investments Commission hereby permanently prohibits John Lloyd Caust from the date of service of this Order, from providing any financial services.

Dated this 29th day of June 2004.

Signed: 
Valdemar Malinaric
Delegate of the Australian Securities and
Investments Commission

Your attention is drawn to sections 920C and 1311 of the Corporations Act 2001 which provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 month or both).

04 / 08 32

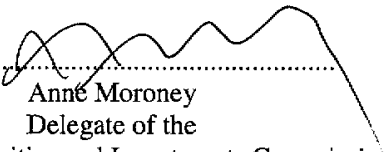
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
IN THE MATTER OF BARRY WALDER
AND SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Mr Barry Walder
11 Amberley Court
Wantirna VIC. 3052

ORDER PURSUANT TO SECTIONS 920A and 920B OF THE
CORPORATIONS ACT 2001

TAKE NOTICE THAT: pursuant to sections 920A and 920B of the Corporations Act 2001, Barry Walder is prohibited from providing financial services as a representative of an Australian Financial Services Licensee for a period of five years from the date of this order.

Dated this 24th day of June 2004.

Signed: 
Anne Moroney
Delegate of the
Australian Securities and Investments Commission.



ASIC 04/0833
Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

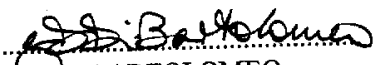
**IN THE MATTER OF JEFFERY JAMES MEADS
AND THE CORPORATIONS ACT 2001**

To: **JEFFERY JAMES MEADS**
C/-Mr Greg Judd
Judd Commercial Lawyers
Suite 26.03, Piccadilly Tower
133 Castlereagh Street
SYDNEY NSW 2000

**BANNING ORDER PURSUANT TO SECTIONS 920A and 920B OF THE
CORPORATIONS ACT 2001**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS JEFFERY JAMES MEADS permanently** from the date of service of this Banning Order from providing any financial services pursuant to sections 920A and 920B of the Corporations Act 2001.

Dated this 30th day of June 2004.

Signed: 
GAUDI BARTOLOMEO
Delegate of the
Australian Securities and Investments Commission.

04 / 08 34

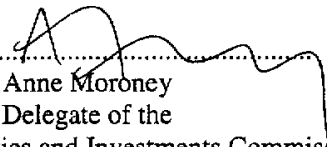
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
IN THE MATTER OF ROBIN JOHN BRUNETTI
AND SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: **Robin John Brunetti**
73 Bass Highway,
SOMERSET TAS. 7322

ORDER PURSUANT TO SECTIONS 920A and 920B OF THE
CORPORATIONS ACT 2001

TAKE NOTICE THAT: pursuant to sections 920A and 920B of the Corporations Act 2001, Robin John Brunetti is permanently prohibited from providing financial services as defined in the Corporations Act 2001.

Dated this 16th day of June 2004.

Signed:.....
Anne Moroney
Delegate of the
Australian Securities and Investments Commission.

04 / 08 35

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Variation**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission hereby varies ASIC Instrument [04/0591] by:

1. deleting "30 June 2004" and substituting "31 December 2004"; and
2. inserting "ARSN 108 996 649" after "Elderslie Land Trust- Mernda".

Dated this 30th day of June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

04 / 08 36

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* applies to the person referred to in the Schedule until 31 December 2004 as if section 601GA of that Act were modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsection (5), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), if"; and
3. adding after subsection (4):

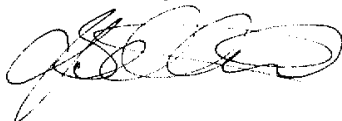
"(5) The constitution does not have to make adequate provision for the transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision.

(6) In this section, *transaction costs* means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets because the interest has been acquired or the withdrawal request is met."

Schedule

Perpetual Investment Management Limited ACN 000 866 535 in its capacity as responsible entity of the Perpetual Mezzanine Mortgage Pool Fund ARSN 109 612 919.

Dated this 30th day of June 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

04 / 08 37

Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [98/2561] dated 6 October 1998 by:

1. Inserting the following paragraph:

"And pursuant to paragraph 601QA(1)(b) of the Act ASIC hereby declares that Division 11 of Part 11.2 of the Corporations Law applies to the management company of the Scheme as if:

- (1) paragraph 1455(4)(b) were replaced by "before the relevant date as specified in subsection 1457(1AA)"; and
- (2) section 1457 were modified by:
 - (a) replacing the words "during the first year after commencement" in subsection (1) with the words "before the relevant date";
 - (b) replacing the words "the end of that year" in paragraph (1)(a) with the words "the relevant date"; and
 - (c) adding immediately after subsection 1457(1) a new subsection 1457(1AA) as follows:

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

- (a) 16 July 2004; or
- (b) the date upon which an interest in the scheme, if any, is issued after 30 June 1998, other than:
 - (i) under a prospectus which was lodged before 1 July 1998; or
 - (ii) by an excluded issue; or
- (c) the date upon which there is a change, if any, to the time by which the scheme is to be wound up

whichever is the earliest."

04 / 08 37

2. Deleting "30 June 2004" in Schedule A paragraph (a) and substituting "16 July 2004"

Dated this 29th day of June 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

0 4 / 0 8 3 8

Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [98/2565] dated 6 October 1998 by:

1. inserting the following paragraph:

"And pursuant to paragraph 601QA(1)(b) of the Act ASIC hereby declares that Division 11 of Part 11.2 of the Corporations Law applies to the management company of the Scheme as if:

(1) paragraph 1455(4)(b) were replaced by "before the relevant date as specified in subsection 1457(1AA)"; and

(2) section 1457 were modified by:

- (a) replacing the words "during the first year after commencement" in subsection (1) with the words "before the relevant date";
- (b) replacing the words "the end of that year" in paragraph (1)(a) with the words "the relevant date"; and
- (c) adding immediately after subsection 1457(1) a new subsection 1457(1AA) as follows:

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

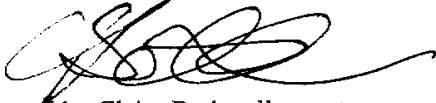
- (a) 16 July 2004; or
- (b) the date upon which an interest in the scheme, if any, is issued after 30 June 1998, other than:
 - (i) under a prospectus which was lodged before 1 July 1998; or
 - (ii) by an excluded issue; or
- (c) the date upon which there is a change, if any, to the time by which the scheme is to be wound up,

whichever is the earliest."

04 / 08 38

2. deleting "30 June 2004" in Schedule A paragraph (a) and substituting "16 July 2004"

Dated this 29th day of June 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

0 4 / 0 8 3 9

Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [98/2564] dated 6 October 1998 by:

1. inserting the following paragraph:

"And pursuant to paragraph 601QA(1)(b) of the Act ASIC hereby declares that Division 11 of Part 11.2 of the Corporations Law applies to the management company of the Scheme as if:

(1) paragraph 1455(4)(b) were replaced by "before the relevant date as specified in subsection 1457(1AA)"; and

(2) section 1457 were modified by:

- (a) replacing the words "during the first year after commencement" in subsection (1) with the words "before the relevant date";
- (b) replacing the words "the end of that year" in paragraph (1)(a) with the words "the relevant date"; and
- (c) adding immediately after subsection 1457(1) a new subsection 1457(1AA) as follows:

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

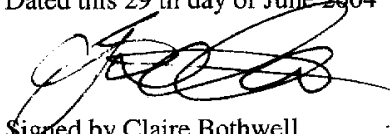
- (a) 16 July 2004; or
- (b) the date upon which an interest in the scheme, if any, is issued after 30 June 1998, other than:
 - (i) under a prospectus which was lodged before 1 July 1998; or
 - (ii) by an excluded issue; or
- (c) the date upon which there is a change, if any, to the time by which the scheme is to be wound up,

whichever is the earliest."

04 / 08 39

2. deleting "30 June 2004" in Schedule A paragraph (a) and substituting "16 July 2004"

Dated this 29th day of June 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

0 4 / 0 8 4 0

Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [98/2563] dated 6 October 1998 by:

1. Inserting the following paragraph :

"And pursuant to paragraph 601QA(1)(b) of the Act ASIC hereby declares that Division 11 of Part 11.2 of the Corporations Law applies to the management company of the Scheme as if:

- (1) paragraph 1455(4)(b) were replaced by "before the relevant date as specified in subsection 1457(1AA)"; and

- (2) section 1457 were modified by:

- (a) replacing the words "during the first year after commencement" in subsection (1) with the words "before the relevant date";
- (b) replacing the words "the end of that year" in paragraph (1)(a) with the words "the relevant date"; and
- (c) adding immediately after subsection 1457(1) a new subsection 1457(1AA) as follows:

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

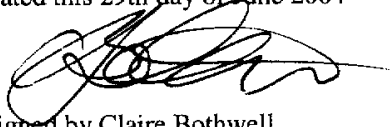
- (a) 16 July 2004; or
- (b) the date upon which an interest in the scheme, if any, is issued after 30 June 1998, other than:
 - (i) under a prospectus which was lodged before 1 July 1998; or
 - (ii) by an excluded issue; or
- (c) the date upon which there is a change, if any, to the time by which the scheme is to be wound up,

whichever is the earliest."

04 / 08 40

2. Deleting "30 June 2004" in Schedule A paragraph (a) and substituting "16 July 2004"

Dated this 29th day of June 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

0 4 / 0 8 4 1

Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [98/2562] dated 6 October 1998 by:

1. Inserting the following paragraph:

"And pursuant to paragraph 601QA(1)(b) of the Act ASIC hereby declares that Division 11 of Part 11.2 of the Corporations Law applies to the management company of the Scheme as if:

- (1) paragraph 1455(4)(b) were replaced by "before the relevant date as specified in subsection 1457(1AA)"; and
- (2) section 1457 were modified by:
 - (a) replacing the words "during the first year after commencement" in subsection (1) with the words "before the relevant date";
 - (b) replacing the words "the end of that year" in paragraph (1)(a) with the words "the relevant date"; and
 - (c) adding immediately after subsection 1457(1) a new subsection 1457(1AA) as follows:

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

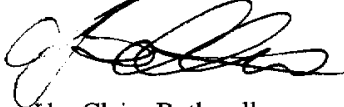
 - (a) 16 July 2004; or
 - (b) the date upon which an interest in the scheme, if any, is issued after 30 June 1998, other than:
 - (i) under a prospectus which was lodged before 1 July 1998; or
 - (ii) by an excluded issue; or
 - (c) the date upon which there is a change, if any, to the time by which the scheme is to be wound up

whichever is the earliest."

04/0841

2. Deleting "30 June 2004" in Schedule A paragraph (a) and substituting "16 July 2004"

Dated this 29th day of June 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

0 4 / 0 8 4 2

Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [98/2566] dated 6 October 1998 by:

1. Inserting the following paragraph:

"And pursuant to paragraph 601QA(1)(b) of the Act ASIC hereby declares that Division 11 of Part 11.2 of the Corporations Law applies to the management company of the Scheme as if:

(1) paragraph 1455(4)(b) were replaced by "before the relevant date as specified in subsection 1457(1AA)"; and

(2) section 1457 were modified by:

- (a) replacing the words "during the first year after commencement" in subsection (1) with the words "before the relevant date";
- (b) replacing the words "the end of that year" in paragraph (1)(a) with the words "the relevant date"; and
- (c) adding immediately after subsection 1457(1) a new subsection 1457(1AA) as follows:

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

- (a) 16 July 2004; or
- (b) the date upon which an interest in the scheme, if any, is issued after 30 June 1998, other than:
 - (i) under a prospectus which was lodged before 1 July 1998; or
 - (ii) by an excluded issue; or
- (c) the date upon which there is a change, if any, to the time by which the scheme is to be wound up,

whichever is the earliest."

04 / 08 42

2. deleting "30 June 2004" in Schedule A paragraph (a) and substituting "16 July 2004"

Dated this 29th day of June 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission 0 4 / 0 8 4 3
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [99/1065] dated 13 August 1999:

1. deleting "30 June 2004" in Schedule A paragraph (a) and substituting "16 July 2004"; and
2. deleting the words "one year before" in subparagraph (2)(c).

Dated this 29th day of June 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

0 4 / 0 8 4 4

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* applies to the person referred to in the Schedule until 31 December 2004 as if section 601GA of that Act were modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsection (5) and (6), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5) and (6), if"; and
3. adding after subsection (4):

- "(5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated:
- (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
- (6) The constitution does not have to make adequate provision for a valuation method where the responsible entity discloses the valuation method:
- (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
- (7) In this section, ***transaction costs*** means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets merely because the interest has been acquired or the withdrawal request is met."

04 / 08 44

- (8) In this section, *information memorandum* means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in a scheme.
- (9) In this section, *valuation method* means a method used to value scheme property for the purpose of determining the price to acquire an interest in the scheme or the amount that is payable in meeting a withdrawal request."

Schedule

Hastings Funds Management Limited ACN 058 693 388 in its capacity as responsible entity of:

1. Hastings Utilities Trust No.2 (ARSN 109 770 961);
2. HDUF Finance Trust (ARSN 109 770 765); and
3. HDUF Further Investments Trust (ARSN 109 897 921)

Dated this 6th day of July 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

04 / 08 45

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Variation**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission hereby varies the instrument dated 31 May 2004 signed by Catherine Matterson modifying section 601GA of the Act in relation to Russell Investment Management Limited ACN 068 338 974 in its capacity as the responsible entity of the Russell Australian Shares Aggressive Fund by deleting "30 June 2004" and substituting "31 December 2004".

Dated this 29th day of June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

04 / 08 46

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 1020F(1)(c) — Declaration**

Pursuant to section 1020F(1)(c) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Part 7.9 of the Act applies to the persons mentioned in Schedule A in the case referred to in Schedule B as if subsection 1017E(2)(b) were modified or varied by:

1. replacing "and" after the end of subparagraph (ii) with "or";
2. inserting a new subparagraph 1017E(2)(b)(iii) as follows:

"(iii) money that satisfies these requirements:

(A) the money is paid to a responsible entity, or its agent, to acquire interests in a registered scheme that are component parts of Stapled Units; and

(B) the money is paid into the account together with money to which this section applies and that is paid to the product provider to acquire the other interests in a registered scheme that are component parts of the Stapled Units; and"

3. inserting a new subsection 1017E(7) as follows:

"(7) In this section:

Stapled Unit means an interest in a registered scheme, and an interest in another registered scheme which must on the terms on which they are traded only be transferred together."

Schedule A

1. AMPCI Macquarie Infrastructure Management No 1 Limited ABN 99 108 013 672 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 1 ARSN 109 363 037 ("DUET 1").
2. AMPCI Macquarie Infrastructure Management No 2 Limited ABN 15 108 014 062 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 2 ARSN 109 363 135 ("DUET 2").

Schedule B

Dealing with money paid to acquire Stapled Units under an offer of the Stapled Units made pursuant to a Product Disclosure Statement and Supplementary Product Disclosure Statement to be lodged with ASIC before 31 August 2004.

Interpretation**0 4 / 0 8 4 6**

In this instrument:

Product Disclosure Statement has the meaning given by section 761A;*Supplementary Product Disclosure Statement* has the meaning given by section 761A;*Stapled Units* means an interest in DUET 1 and an interest in DUET 2 which must on the terms on which they are traded only be transferred together.Dated this 17th day of June 2004Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* applies to the person referred to in the Schedule until 31 December 2004 as if section 601GA of that Act were modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsection (5), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), if"; and
3. adding after subsection (4):

"(5) The constitution does not have to make adequate provision for a valuation method where the responsible entity discloses the valuation method in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision.

(6) In this section, *valuation method* means a method used to value scheme property for the purpose of determining the price to acquire an interest in the scheme or the amount that is payable in meeting a withdrawal request."

Schedule

Westpac Funds Management Limited ACN 085 352 405 in its capacity as responsible entity of the Australian Energy Income Fund ARSN 109 594 756.

Dated this 1st day of July 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Variation**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC Instrument [04/0589] by deleting "30 June 2004" and substituting "31 December 2004".

Dated this 30th day of June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act") and subsections 1084(6) and 1454(2) of the Corporations Law (the "Law") (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission hereby varies the instrument dated 7 December 1999 signed by Sandro Mancini extending the period referred to in subsection 1454(2) of the Law and modifying Division 11 of Part 11.2 of the Law in relation to the undertaking then known as the Paulownia West Coast Project by:

1. deleting "30 June 2004" in Schedule A paragraph (a) and substituting "31 August 2004";
2. deleting the text in Schedule B and inserting:

"The undertaking known as West Coast Hardwood Project 077 470 216 to which the deed between Westeq Ltd ACN 072 282 645 and Professional Funds Management Pty Ltd ACN 064 139 877 and Gillard Turner & O'Brien Pty Ltd ACN 009 101 286 dated 31 October 1996 (as amended) relates."

Dated this 30th day of June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 951B(1)(c) — Declaration**

Pursuant to paragraph 951B(1)(c) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission hereby declares that Part 7.7 of the Act applies to the persons mentioned in Schedule A in the case referred to in Schedule B as if:

1. subsection 941D(1) were modified or varied by inserting, after "this section," the words "and to section 942DA,";
2. subsection 942A(1) were modified or varied by omitting "The title" and substituting "Subject to section 942DA, the title";
3. regulation 7.7.08A of the *Corporations Regulations 2001* were modified or varied by inserting after subregulation 7.7.08A(3) two new subregulations as follows:

"(3A) A combined Financial Services Guide and Product Disclosure Statement may be issued as a single document if:

 - (a) the Financial Services Guide is given by an outside expert; and
 - (b) the Financial Services Guide forms part of a document (*expert's report*) in which the outside expert provides general advice relating to financial products to be issued under the Product Disclosure Statement; and
 - (c) the Product Disclosure Statement forms a separate part of the document, is clearly identifiable as a Product Disclosure Statement and satisfies the requirements under the Act for a Product Disclosure Statement; and
 - (d) the expert's report forms a separate part of the document, and is clearly identifiable as an expert's report; and
 - (e) the expert's report is subdivided into 2 separate parts:
 - (i) a part identifiable as a Financial Services Guide that satisfies the requirements under the Act for a Financial Services Guide, and that is at or near the front of the expert's report; and
 - (ii) a part setting out the general advice provided by the outside expert; and
 - (f) the document clearly and prominently discloses:
 - (i) the identity of the outside expert and the responsible person;

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- (ii) the nature of the relationship between the outside expert and the responsible person; and
- (iii) the liability of the outside expert and the responsible person in relation to the document, the Product Disclosure Statement, the Financial Services Guide and the expert's report; and
- (g) the document is provided to the client by no later than the time at which the Product Disclosure Statement must be provided.

(3B) In this regulation :

outside expert, in relation to a Product Disclosure Statement, means an expert who is not:

- (a) the person by whom, or on whose behalf, the Product Disclosure Statement was prepared; or
- (b) an employee or director of that person; and

responsible person has the meaning given by subsection 1013A(3) of the Act."

Schedule A

1. KPMG Transaction Services (Australia) Pty Limited ("KPMG").
2. Deloitte Corporate Finance Pty Limited ("Deloitte").
3. AMPCI Macquarie Infrastructure Management No 1 Limited ABN 99 108 013 672 ("AMPCI 1") in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 1 ARSN 109 363 037 ("DUET 1").
4. AMPCI Macquarie Infrastructure Management No 2 Limited ABN 15 108 014 062 ("AMPCI 2") in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 2 ARSN 109 363 135 ("DUET 2").

Schedule B

The issue of a Product Disclosure Statement and Supplementary Product Disclosure Statement (**PDS**) dated on or before 31 July 2004 for which AMPCI 1 and AMPCI 2 are the responsible persons which includes:

- (a) a statement by KPMG containing general advice in relation to the issue of interests in each of DUET1 and DUET2 (*KPMG expert's report*) where KPMG has consented to the inclusion of the KPMG expert's report in the PDS in the form and

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context in which it is included, and where the KPMG expert's report bears the title "Financial Service Guide and Investigating Accountant's Report in relation to the Diversified Utility and Energy Trusts" (or substantially this title) on its cover, or at or near its front;

- (b) a statement by Deloitte containing general advice in relation to the issue of interests in each of DUET1 and DUET2 (*Deloitte expert's report*) where Deloitte has consented to the inclusion of the Deloitte expert's report in the PDS in the form and context in which it is included, and where the Deloitte expert's report bears the title "Financial Service Guide and net assets valuation report in relation to the Diversified Utility and Energy Trusts" (or substantially this title) on its cover, or at or near its front;
- (c) at or near the front of the KPMG expert's report, a Financial Services Guide for which KPMG is the providing entity; and
- (d) at or near the front of the Deloitte expert's report, a Financial Services Guide for which Deloitte is the providing entity.

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. *Financial Services Guide* has the meaning given by section 761A;
3. *general advice* has the meaning given by subsection 766B(4);
4. *Product Disclosure Statement* and *Supplementary Product Disclosure Statement* have the meaning given by section 761A;
5. *providing entity* has the meaning given by subsection 941A(1);
6. *responsible person* has the meaning given by subsection 1013A(3).

Dated this 17th day of June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) - Declaration

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C of the Act applies to the persons mentioned in Schedule A in the case described in Schedule B as if Chapter 5C were modified or varied as follows:

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

Schedule A

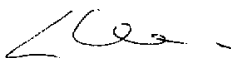
1. AMPCI Macquarie Infrastructure Management No 1 Limited ABN 99 108 013 672 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 1 ARSN 109 363 037.
2. AMPCI Macquarie Infrastructure Management No 2 Limited ABN 15 108 014 062 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 2 ARSN 109 363 135.

Schedule B

Where, in relation to each registered scheme referred to in Schedule A (together, "Schemes"):

1. The Scheme is not liquid as defined in subsection 601KA(4) of the Act; and
2. A member of the Scheme requests withdrawal from the Scheme; and
3. The responsible entity of the Scheme satisfies the withdrawal request from money that is raised by the issue of interests in the Schemes substantially at the same time as the withdrawal.

Dated 17th June 2004



Signed by Andrew Moore
As delegate of the Australian Securities and Investments Commission

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

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission hereby exempts AMP Capital Investors Limited ABN 59 001 777 591 ("responsible entity") in its capacity as responsible entity of the POWERS Trust ARSN 105 094 442 from paragraph 601FC(1)(d) of the Act to the extent that it would otherwise prevent the responsible entity from dealing with foreign members in the manner described in the Schedule.

Schedule

1. The issue of Stapled Units pursuant to an agreement or arrangement relating to the POWERS Exchange between the POWERS RE and the DUET RE's where foreign Members are to be dealt with as follows:
 - (a) where the POWERS RE, having regard to the rights and interests of all members of the POWERS Trust (including any ordinary unitholder) in relation to the POWERS Exchange, reasonably concludes that it would be in the best interests of members of the POWERS Trust to exclude Foreign Members and not unfair to those members, the POWERS Exchange is conducted such that:
 - (i) if a Foreign Member requests exchange of interests in the POWERS Trust for Stapled Units, the POWERS RE need not procure the issue of Stapled Units to that Foreign Member if the Stapled Units to which the Foreign Member would be entitled if they were not a Foreign Member are sold, taking reasonable steps to maximise the sale price net of expenses of the sale, and the Foreign Member is promptly paid the net sale price; and
 - (ii) the DUET RE's must not issue Stapled Units to the affected Foreign Member pursuant to the POWERS Exchange.
 - (b) where the POWERS RE does not exclude Foreign Members as set out in subparagraph 1(a)(i), and the DUET RE's reasonably consider that it would be in the best interests of members of DUET to exclude Foreign Members from the offer or issue of Stapled Units pursuant to the POWERS Exchange, the DUET RE's must not offer or issue Stapled Units to the Foreign Members.
 - (c) the Product Disclosure Statement for the offer or issue of the Stapled Units pursuant to the POWERS Exchange summarises the position of Foreign Members as set out in paragraphs (a) and (b) and refers to accompanying documentation, being the IPO Notice and a covering letter, which clearly sets out this position.
2. The offer or issue of the Stapled Units pursuant to the POWERS Exchange pursuant to a statement to the effect that members of the POWERS Trust, other than Foreign Members, who apply for Stapled Units under the IPO are guaranteed an allocation of no less than

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1,000 Stapled Units, and the subsequent allocation of Stapled Units under the IPO on that basis, where:

- (a) the statement complies with section 1018A of the Act (insofar as it is not contained in the Product Disclosure Statement for the offer or issue of the Stapled Units); and
- (b) the POWERS RE, having regard to the matters described in subparagraph 1(a), reasonably concludes that it would be in the best interests of members of the POWERS Trust to exclude Foreign Members from the guaranteed allocation, and not unfair to those members.

Interpretation

In this instrument:

DUET RE's means each of AMPCI Macquarie Infrastructure Management No 1 Limited ABN 99 108 013 672 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 1 ARSN 109 363 037 and AMPCI Macquarie Infrastructure Management No 2 Limited ABN 15 108 014 062 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 2 ARSN 109 363 135.

Foreign Members means members of the POWERS Trust that are connected to a place outside this jurisdiction;

IPO in relation to Stapled Units means the initial offer to the public of Stapled Units where the issuers propose to apply to the Australian Stock Exchange Limited for quotation of those Stapled Units;

IPO Notice means the notice required to be issued by the POWERS RE prior to an IPO.

Parent Trustees Deed means the deed, as amended originally between the POWERS RE, the Trustee of DUET and others dated 27 June 2003.

Product Disclosure Statement has the meaning given by section 761A of the Corporations Act;

POWERS Exchange means an arrangement where, under the terms applicable to interests in the POWERS Trust:

- (a) members of the POWERS Trust may elect to request exchange of interests in the POWERS Trust for Stapled Units by making application to the POWERS RE; and
- (b) the DUET RE's issue Stapled Units to members of the POWERS Trust at the direction of the POWERS RE in accordance with the Parent Trustees Deed.

POWERS RE means AMP Capital Investors Limited ABN 59 001 777 591 in its capacity as responsible entity of the POWERS Trust ARSN 105 094 442;

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POWERS Trust means the POWERS Trust ARSN 105 094 442.

Stapled Units means an interest in Diversified Utility and Energy Trust No 1 ARSN 109 363 037 and an interest in Diversified Utility and Energy Trust No 2 ARSN 109 363 135 which on the terms on which they are traded must be transferred together.

Dated 17th June 2004



Signed by Andrew Moore

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)(a) and 601QA(1)(b)- Declaration and Exemption

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C of the Act applies to the persons referred in Schedule A in the case set out in Schedule B as if Chapter 5C were modified or varied as follows:

1. after subparagraph 601GA(1)(a)(i) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(ia) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001* and Stapled Units of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Units of which interests of that class form a component part are not suspended from quotation, where the issue of the interests is not to the responsible entity or any person associated with it, and, in the case where:

(A) the issue (together with any other issue of interests up to one year previously, at a consideration determined by the responsible entity other than an issue approved or ratified by the members in accordance with subparagraphs (C) to (H) and issues in accordance with other provisions of the constitution) is of interests that would, immediately after the issue, comprise more than 10% of either:

- all of the interests in the scheme; or
- the interests on issue in the scheme in the same class as the interests comprised in the issue;

or

(B) the amount by which the issue price of the Stapled Units of which the interests form a component part is less than the current market price for those Stapled Units exceeds 10%,

the following requirements are also satisfied:

- (C) the members approve the issue;
- (D) if the interests to be issued are in a particular class, members in that class approve the issue;
- (E) unless the responsible entity reasonably consider that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;
- (F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;
- (G) an approval for the purposes of subparagraphs (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and
- (H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the interests are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed;

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(ib) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001* and Stapled Units of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Units of which interests of that class form a component part are not suspended from quotation, where:

- (A) the issue of the interests is not to the responsible entity or any person associated with it; and
- (B) the interests are issued pursuant to offers made at substantially the same time; and
- (C) the sum of the prices of the interests in the scheme and other interests which make up the Stapled Unit is to equal the current market price for the Stapled Unit, as defined in the constitution of the scheme, at the time the offers are made.

2. after subparagraph 601GA(1)(a)(iii) as notionally inserted into Chapter 5C by ASIC Class Order [98/52] insert:

"(iiia) interests in the scheme that are component parts of Stapled Units, other than options to subscribe for such interests, may be issued at a price determined by the responsible entity, pursuant to offers first made at substantially the same time to only and all the then members of the scheme if:

- (A) all of the interests offered are in the same class;
- (B) the price of all the interests offered is the same;
- (C) the amount by which the price of the Stapled Units of which the interests form a component part is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
- (D) the amount of interests offered to each member is proportionate to the value of that member's interest,

where, if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if, in the case of renounceable offers, the responsible entity sells or causes the sale of the rights to the Stapled Units, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.";

3. after subparagraph 601GA(1)(a)(iv) as notionally inserted into Chapter 5C by ASIC Class Order [98/52] insert:

"(iva) An option to subscribe for an interest in the scheme ("Option") that is a component part of a Stapled Option may be issued, and an interest may be issued on exercise of the Option, at a price determined by the responsible entity, if the Options are issued pursuant to offers made at substantially the same time to only and all the then members of the scheme in proportion to the value of their interests if:

- (A) all the Options offered are in the same class;
- (B) the issue and the exercise price of all the Options offered is the same;
- (C) the means of calculating the exercise price is set out in the terms of issue of the Option; and
- (D) the amount by which the exercise price of the Option is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution on the date of exercise of the Option,

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where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the Options to the foreign members if, in the case of renounceable offers, the responsible entity sells or causes the sale of the rights to the Stapled Option, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.

4. after subparagraph 601GA(1)(a)(v) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(va) an interest in the scheme that is a component part of a Stapled Unit, other than an option to subscribe for such an interest, may be issued at a price determined by the responsible entity under an arrangement where:

- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for interests in the scheme;
- (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
- (C) all the interests issued under the arrangement are of the same class;
- (D) the price of each interest issued pursuant to that arrangement at substantially the same time is the same;
- (E) the amount by which the price of the Stapled Units of which the interests form a component part is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members.

5. after subparagraph 601GA(1)(a)(vi) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(via) where Stapled Units are quoted on the financial market operated by the Australian Stock Exchange Limited and not suspended from quotation, interests in the scheme that form a component part of Stapled Units may be sold by the responsible entity or its agent, at a price determined by the responsible entity, where:

- (A) part of the issue price of interest has not been paid when called and, in accordance with the terms of the constitution, the interest has consequently been forfeited to the responsible entity on trust for the members; and
- (B) the sale of the interest occurs in the context of a sale of the Stapled Unit conducted in accordance with section 254Q of the Act other than subsections 254Q(1), 254Q(10), 254Q(13) and 254Q(14) as if the Stapled Unit was a share, the scheme was the company and the responsible entity was the directors of the company.";

6. after subparagraph 601GA(1)(a)(viii) as notionally inserted into Chapter 5C by ASIC Class Order [98/52] insert:

"(ix) interests in the scheme that are component parts of Stapled Units may be issued at a price determined by the responsible entity under an Initial Public Offer of the Stapled Units where:

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(a) the price of a Stapled Unit of which those interests form a component part is at least equal to the Initial Public Offer Institutional Price; and

(b) the issue price of the Stapled Unit is not less than 90% of the aggregate NAV Prices of the interests and the other interest which form component parts of the Stapled Units as at a date not more than 5 ASX Business Days prior to the date on which the document pursuant to which the offer is made is lodged with ASIC; and

(c) prior to the issue of Stapled Units pursuant to the Initial Public Offer, none of the members of the scheme is a retail client.

7. omit paragraph 601FC(1)(c) and substitute:

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of interests in another registered scheme, where the interests in the scheme and the other registered scheme are together components of a Stapled Unit) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

8. omit paragraph 601FD(1)(c) and substitute:

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of interests in another registered scheme, where the interests in the scheme and the other registered scheme are together components of a Stapled Unit) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

9. section 601LC was modified or varied by adding after notional subsection 208(2) of the Act as included in that section:

"(2A) Member approval is not required for the giving of a benefit and the benefit need not be given within 15 months if:

(a) the benefit either:

- (i) is given out of the scheme property of a registered scheme (the *Scheme*); or
- (ii) could endanger the Scheme property; and

(b) each of the interests in the Scheme is a component part of a Stapled Unit together with an interest in another scheme (the *Other Scheme*); 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 the Other Scheme, or to any wholly owned entity of the Other Scheme.

(2B) For the purposes of this section:

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- (a) An entity is wholly owned by a registered scheme if all of the shares or interests (as applicable) in the first-mentioned entity form part of the scheme property of the second-mentioned entity; 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."

10. After section 601PC insert:

"601PD For the purposes of this Chapter:

ASX Business Days has the meaning given to the expression "business day" in the listing rules of the Australian Stock Exchange Limited.

Initial Public Offer in relation to Stapled Units means the initial offer to the public of Stapled Units where the issuers of those Stapled Units propose to apply to the Australian Stock Exchange Limited for quotation of those Stapled Units.

Initial Public Offer Institutional Price means the price at which offers made by wholesale clients for Stapled Units are accepted by the responsible entity for the scheme in respect of the Initial Public Offer, pursuant to a process where wholesale clients are invited to make offers in relation to the issue price of the Stapled Units and the number of Stapled Units they wish to acquire at that price.

NAV Price in respect of a scheme the interests in which are component parts of Stapled Units, means a price calculated as follows:

$$\frac{\text{Net Asset Value} + \text{Transaction Costs}}{\text{Number of Fully Paid Units in Issue} + \text{Relevant Fraction}}$$

Where:

Fully Paid Units means interests the application price of which has been fully paid.

Net Asset Value means the value of assets less the liabilities of the scheme, as calculated in accordance with the scheme's constitution.

Relevant Fraction means in respect of interests the application price for which has not been paid in full, the sum of the amounts calculated by dividing the amount paid on each such interest by the total application price for that interest.

Transaction Costs means an allowance for the costs of acquiring and disposing of scheme property of the scheme, calculated in accordance with the scheme's constitution.

renounceable offers means offers of Stapled Units or Options where the right to have Stapled Units or Options issued to the offeree is assignable.

retail client has the meaning given by section 761A of the Act.

Stapled Option means an option to acquire an interest in a registered scheme and an option to acquire an interest in another registered scheme where:

- (a) the interests in the registered schemes are component parts of a Stapled Unit; and

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(b) the exercise of each option is conditional on the exercise of the other.

Stapled Units means an interest in a registered scheme and an interest in another registered scheme which must, on the terms on which they are traded, only be transferred together.

wholesale client has the meaning given by section 761G of the Act.

And pursuant to paragraph 601QA(1)(a) of the Act, ASIC hereby exempts the persons referred to in Schedule A from paragraph 601FC(1)(d) of the Act to the extent that it would otherwise prevent the responsible entity from dealing with foreign members in the way described in subparagraphs 601GA(1)(a)(iiia), (iva) or (va) as notionally inserted into the Act by this instrument.

Schedule A

AMPCI Macquarie Infrastructure Management No 1 Limited ABN 99 108 013 672 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 1 ARSN 109 363 037.

AMPCI Macquarie Infrastructure Management No 2 Limited ABN 15 108 014 062 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 2 ARSN 109 363 135.

Schedule B

Where under the terms on which interests in the Schemes are traded they can only be transferred together.

Dated 17th June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission

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Corporations Act 2001 - Paragraphs 1020F(1)(a) and 1020F(1)(c) – Exemption and Declaration

Pursuant to paragraph 1020F(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") exempts the persons referred to in Schedule A from the requirement to comply with Section 1016A of the Act in the case set out in Schedule B.

And pursuant to paragraph 1020F(1)(c) of the Act ASIC hereby declares that Subdivision D of Division 2 of Part 7.9 of the Act applies to the persons referred to in Schedule A in the case set out in Schedule B as if:

1. paragraph 1014C(c) were modified or varied by omitting all of the text after "that" (first occurring) and substituting:

"the person who has prepared the Product Disclosure Statement (the *PDS*) and the Supplementary Product Disclosure Statement (the *SPDS*) will give a copy of the PDS to a person who has received the SPDS upon the request of that person."

2. section 1014E were modified or varied by:

(a) in paragraph (a), omitting "(the *new PDS*)" and substituting "(the *PDS*)"; and

(b) omitting all of the text in paragraph (b) and substituting "a Supplementary Product Disclosure Statement (the *SPDS*) has been prepared"; and

(c) omitting paragraph (c); and

(d) omitting all of the text after "giving the client the" and substituting "PDS and the SPDS, give the client only the SPDS".

Schedule A

1. AMPCI Macquarie Infrastructure Management No 1 Limited ABN 99 108 013 672 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 1 ARSN 109 363 037.
2. AMPCI Macquarie Infrastructure Management No 2 Limited ABN 15 108 014 062 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 2 ARSN 109 363 135.

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Schedule B

Where, in relation to an Initial Public Offer ("IPO") of Stapled Units in the Trusts:

1. The following documents ("IPO Documents") are provided to holders of POWERS under the terms applicable to the POWERS:
 - (a) an IPO Notice; and
 - (b) an Exchange Notice; and
 - (c) a Product Disclosure Statement ("PDS") relating to the Stapled Units; and
 - (d) a covering letter ("Covering Letter").
2. In relation to the IPO Documents:
 - (a) the documents are all provided together; and
 - (b) the Covering Letter explains the relationship between each of the documents and contains a prominent statement to the effect that POWERS holders should read both the IPO Notice and the PDS; and
 - (c) the IPO Notice clearly and prominently refers to the PDS and draws attention to the importance of reading the PDS prior to submitting the Exchange Notice.
3. Under the terms applicable to the POWERS, holders of POWERS may elect to request exchange of POWERS for Stapled Units by providing the Exchange Notice to AMPCI in its capacity as responsible entity the POWERS Trust.
4. The Responsible Entities issue Stapled Units to POWERS holders in response to a request made by AMPCI.
5. On or before 31 August 2004 the Responsible Entities jointly issue a Supplementary Product Disclosure Statement for the purpose of issuing Stapled Units to retail clients.
6. The Supplementary Product Disclosure Statement contains the same information contained in the Product Disclosure Statement referred to in paragraph 1(c) save insofar as that information has been updated or added to in accordance with sub-section 1014A(c) of the Act.

Interpretation

In this instrument:

AMPCI means AMP Capital Investors Limited ABN 59 001 777 591;

POWERS means Preferred to Ordinary With Exchange and Reset Securities issued under a prospectus issued by AMPCI dated 11 July 2003;

POWERS Trust means the POWERS Trust ARSN 105 094 442;

Responsible Entities means each of AMP Capital Licence Co No 1 Limited ACN 108 013 672 in its capacity as responsible entity of Diversified Utility and Energy Trust No 1 ARSN 109 363 037

04 / 08 54

and AMP Licence Co No 2 Limited ACN 108 014 062 in its capacity as the responsible entity of the Diversified Utility and Energy Trust No 2 ARSN 109 363 135.

Stapled Units means units in the Diversified Utility and Energy Trust No 1 ARSN 109 363 037 and the Diversified Utility and Energy Trust No 2 ARSN 109 363 135 which must on the terms on which they are traded only be transferred together;

Trusts means each of the Diversified Utility and Energy Trust No 1 ARSN 109 363 037 and the Diversified Utility and Energy Trust No 2 ARSN 109 363 135.

Dated 17th June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

04 / 08 55

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Variation**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission hereby varies the instrument dated 31 May 2004 signed by Peter Knight modifying section 601GA of the Act in relation to GMO Australia Limited ACN 071 502 639 in its capacity as the responsible entity of the GMO Global Growth Trust ARSN 108 718 967 by deleting "30 June 2004" and substituting "31 December 2004".

Dated this 29th day of June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

04 / 08 56

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**

Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 7 July 2005.

SCHEDULE

FLOWCOM LIMITED ACN 085 462 362

Dated: 7 July 2004

Signed:



.....
Casandra Francas, as a Delegate of the
Australian Securities and Investments Commission

04 / 08 57

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**

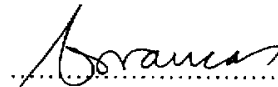
Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 24 May 2005.

SCHEDULE

AUSTRALIAN VALUE FUNDS MANAGEMENT LIMITED ACN 009 487 674

Dated: 7 July 2004

Signed:


.....
Casandra Francas, as a Delegate of the
Australian Securities and Investments Commission

04 / 08 58

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

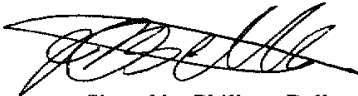
Under paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* applies to the person referred to in the Schedule until 31 December 2004 as if section 601GA of that Act were modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsection (5), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsection (5), if"; and
3. adding after subsection (4):
 - "(5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision.
 - (6) In this section, *transaction costs* means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets merely because the interest has been acquired or the withdrawal request is met."

Schedule

Reed Funds Management Limited ACN 107 352 821 as responsible entity of Reed Property Trust ARSN 109 684 773.

Dated this 7th day of July 2004



Signed by Philippa Bell
as a delegate of the Australian Securities and Investments Commission

04 / 08 59

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and
1020F(1)(a) – Exemption**

Under paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* the Australian Securities and Investments Commission exempts the persons referred to in Schedule A from:

- (a) section 601ED of the Act in relation to the operation of the managed investment scheme mentioned in Schedule B;
- (b) sections 992A and 992AA and Part 7.9 in relation to:
 - (i) an offer mentioned in Schedule B;
 - (ii) an issue of an interest in a managed investment scheme resulting from an offer mentioned in Schedule B; and
 - (iii) a recommendation to acquire such an interest; and
- (c) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in a managed investment scheme where offers and issues are made only as described in Schedule B.

Schedule A

Grain Pool Pty Ltd ACN 089 394 883 and Agracorp Pty Ltd ACN 008 668 326 (individually and together referred to as the "GPPL Group").

Schedule B

An offer made by the GPPL Group to another person (the "Offeree") of an interest in a managed investment scheme arising out of a contract where by an interest in the scheme is to be provided by the GPPL Group as consideration for, or as part of the consideration for, the sale or transfer of agricultural produce where:

- (a) no money is to be paid by the Offeree and no financial products are to be transferred by the Offeree in consideration of the interest or otherwise connected with or related to the grant of the interest, either to the GPPL Group or to any associate of the GPPL Group, unless the payment is a fee for services rendered or reimbursement of incidental expenses where the nature of the services or expenses and the applicable cost or means of calculating the applicable cost is separately disclosed to the Offeree prior to entering into the contract;
- (b) any right of the Offeree under the terms of the contract to terminate the contract or otherwise take action for default is not dependent upon the approval or other action of persons who have entered into similar contracts with the GPPL Group; and
- (c) the interest does not relate to any other managed investment scheme.

Dated this 8th day of July 2004



Signed by Philippa Bell
as a delegate of the Australian Securities and Investments Commission

04 / 08 60

**Australian Securities and Investments Commission
Corporations Law — Subsections 1084(6) and 1454(2)— Variation**

Pursuant to subsections 1084(6) and 1454(2) of the Corporations Law (the "Law") (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission hereby varies ASIC Instrument [98/2559] by deleting "30 June 2004" in Schedule A paragraph (a) and substituting "31 August 2004".

Dated this 30th day of June 2004



Signed by Andrew Moore
as a delegate of the Australian Securities and Investments Commission

04 / 08 62

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) –
Corporations Law – Subsections 1084(6) and 1454(2) – Variation

Under paragraph 601QA(1)(b) of the Corporations Act 2001 ("the Act") and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act) the Australian Securities and Investments Commission ("ASIC") varies the ASIC instrument dated 4 February 2000 and signed by Virginia Frances Blyth in relation to the undertaking known as Australian Beach Tales Film Project established pursuant to a trust deed dated 24 September 1997 between Millenium Investments Limited ACN 079 613 700 and Christopher Coote by omitting "30 June 2004" (twice occurring) and substituting "30 June 2010".

Dated this 28th day of June 2004



Signed by Maree O'Brien
as a delegate of the Australian Securities and Investment Commission



ASIC

Australian Securities & Investments Commission

04 / 08 63

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b)
Corporations Law – Subsections 1084(6) and 1454(2) – Variation**

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act), the Australian Securities and Investments Commission hereby varies ASIC Instrument [99/1708] dated 4th August 1999 by deleting "30th June 2004" (twice occurring) and substituting "1 July 2010".

Dated this 22nd day of June 2004

Signed by Peter F Knight
as a delegate of the Australian Securities and Investments Commission



ASIC 04/0864

Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* applies to the person referred to in the Schedule until 30 June 2004 as if section 601GA of that Act were modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsection (5), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsection (5), if"; and
3. adding after subsection (4):
 - "(5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated in each Information Memorandum or Product Disclosure Statement for interests in the scheme that is given to a person while the constitution does not make such provision.
 - (6) In this section:
transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets because the interest has been acquired or the withdrawal request is met;
Information Memorandum means a document given to a wholesale client, as defined in section 761G, in respect of an offer of interests in the scheme."

Schedule

GMO Australia Ltd (ACN 071 502 639) as responsible entity of GMO Global Growth Trust (ARSN 108 718 967)

Dated this 31st day of May 2004

Signed by Peter F Knight,
as a delegate of the Australian Securities and Investments Commission



ASIC 04/0865

Australian Securities & Investments Commission

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

Pursuant to paragraph 601QA(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts until 31 May 2004 GMO Australia Limited ("GMOA") ACN 071 502 639 in its capacity as the responsible entity of the fund listed in Schedule A from the obligation to specify the basis on which the Transaction Costs Allowance is calculated under paragraph 601GA(1)(a) and subsection 601GA(4) of the Act, on the condition set out in Schedule B and for so long as it is met.

Schedule A

GMO Global Growth Trust (the "Fund") (ARSN 108 718 967).

Schedule B

GMOA must disclose in any Information Memoranda for the Fund information that sets out the basis on which the Transaction Costs Allowance associated with the Fund is calculated.

Interpretation

Transaction Costs Allowance has the meaning given to it in the constitution of the Fund.

Dated this 28th day of April 2004

Signed by Peter F Knight as delegate of the
Australian Securities and Investments Commission



ASIC 04/0866

Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 - Paragraph 601QA(1)(b) - Declaration**

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (**Act**) the Australian Securities and Investments Commission (**ASIC**) hereby declares that the provisions of Chapter 5C of the Act apply in relation to the person mentioned in Schedule A in respect of the Scheme described in Schedule B in the case described in Schedule C as follows:

1. In Part 5C.6:

In subsection 601KA(3), after the word "scheme" where it first appears, delete ":" and paragraphs (a) and (b) and replace with "otherwise than in accordance with the scheme's constitution."
2. In subsection 601GA(4), delete all the words following the word "must" where it first appears and replace with "specify the right."
3. Delete paragraph 601FC(1)(d).

Schedule A

Arc Funds Management Limited (ACN 082 747 797) ("**Responsible Entity**")

Schedule B

Brand Smart Riverbank Property Syndicate (ARSN 108 482 837) ("**Scheme**")

Schedule C

In relation to Initial Units, the offer by the Responsible Entity to the Initial Member of the opportunity for the Initial Member to wholly withdraw from the Scheme and the allowing of that withdrawal by the Responsible Entity.

In this instrument of relief:

2



ASIC 04/0866

Australian Securities & Investments Commission

"Initial Unit" means:

An undivided share in the beneficial interest in the Scheme issued to the Initial Member on commencement of the Scheme under clause 3.1 of the Scheme's constitution.

"Initial Member" means:

Riverbank Corporate Centre Pty Limited (ACN 084 183 273).

Dated 8 June 2004

A handwritten signature in black ink, appearing to read 'Peter F Knight', is written over a horizontal line.

Signed by Peter F Knight

as delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

04 / 08 67

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b)
Corporations Law – Subsections 1084(6) and 1454(2) – Variation**

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") and subsections 1084(6) and 1454(2) of the Corporations Law (as continued in force by section 1408 of the Act), the Australian Securities and Investments Commission hereby varies ASIC Instrument [00/0654] dated 29th March 2000 by deleting "30th June 2004" (twice occurring) and substituting "1 July 2010".

Dated this 30th day of June 2004

Signed by Peter F Knight
as a delegate of the Australian Securities and Investments Commission

04 / 0878

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is hereby given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of it on the person to whom it related, being 9 July 2004.

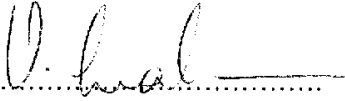
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF JON MELVILLE McKENNEY****AND****SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001**

To: JON MELVILLE McKENNEY
HM Prison Dhurringile
Victoria

**ORDER PURSUANT TO SECTIONS 920A AND 920B OF THE
CORPORATIONS ACT 2001**

TAKE NOTICE that the Australian Securities and Investments Commission hereby permanently prohibits Jon Melville McKenney from the date of service of this Order, from providing any financial services.

Dated this 29th day of June 2004.

Signed: 
Valdemar Malinaric
Delegate of the Australian Securities and
Investments Commission

Your attention is drawn to sections 920C and 1311 of the Corporations Act 2001 which provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 month or both).

**ASIC**

Australian Securities & Investments Commission

04 / 08 79

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(a), 926A(2)(c), 951B(1)(a),
992B(1)(a) and 1020F(1)(a) — Exemption and Declaration**

1. Under paragraph 926A(2)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 3 and 5 of Part 7.6 of the Act for dealing in, and providing financial product advice in relation to, the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
2. Under paragraphs 951B(1)(a), 992B(1)(a) and 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7, Divisions 2, 3, 5 and 6 of Part 7.8 and Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
3. Under paragraph 926A(2)(c) of the Act, ASIC declares that, until 30 June 2005, Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to the financial product referred to in Schedule B in the case set out in Schedule E as if section 911B of the Act were modified or varied by adding after paragraph (1)(c):

"(ca) these conditions are satisfied:

 - (i) the principal holds an Australian financial services licence covering the provision of the service;
 - (ii) the provider is:
 - (A) a representative of the principal; or
 - (B) an employee of a representative of the principal;
 - (iii) the service is dealing in, and providing financial product advice in relation to a facility for making non-cash payments (see section 763D);".
4. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of a representative of the person referred to in

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Schedule A, from Part 7.9 of the Act in relation to the financial product referred to in Schedule B.

Schedule A

St. George Bank Limited ACN 055 513 070

Schedule B

A facility through which, or through the acquisition of which, a client makes non-cash payments that is constituted by, or is a component of, the VISA Platinum Rewards Program ("Scheme").

Schedule C

Where at all times the Scheme:

- (a) provides benefits to clients based on the clients' use of, or expenditure on, the goods and services of the issuer or is reasonably likely to promote spending on the goods and services of the issuer; and
- (b) includes a reward redemption facility whereby:
 - (i) clients are allocated credits as a result of using, or spending on, the issuer's goods or services; and
 - (ii) the credits allocated to a client can be used by the client for a reward redemption; and
- (c) clients are not able to make a cash contribution in exchange for credits except where:
 - (i) they are making a reward redemption; and
 - (ii) the amount of credits exchanged for cash does not exceed 20% of the credits used for the reward redemption; and
 - (iii) the credits exchanged for cash are immediately used for the reward redemption.

Schedule D

The issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard on Complaints Handling AS4269-1995 that covers complaints made in connection with a dealing in, or the provision of financial product advice in relation to, the Scheme, or use of the Scheme; and

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2. have adequate resources to reasonably ensure clients making a reward redemption are able to obtain the reward they are seeking to obtain as and when the client makes the reward redemption under the Scheme; and
3. before making a recommendation or offer to a person to participate in the Scheme, provide the person a written document ("disclosure document") which sets out in a manner that is clear, concise and effective, the following statements and such of the following information as the person would reasonably require in order to assess the merits and risks of participating in the Scheme:
 - (a) a statement setting out the name, principal place of business and registered office address of the issuer; and
 - (b) information about:
 - (i) the cost of participating in the Scheme; and
 - (ii) any other amounts that will or may be payable by the person in respect of the Scheme, and the times at which those amounts will or may be payable; and
 - (c) information about any other significant characteristics or features of the Scheme or of the rights, terms, conditions and obligations attaching to the Scheme; and
 - (d) information about the dispute resolution system that covers complaints by clients and about how that system may be accessed; and
 - (e) if the issuer makes other information relating to the Scheme available to clients or prospective clients, or to persons more generally – a statement of how that information may be accessed; and
4. where the terms or conditions of the Scheme include a term or condition that:
 - (a) the issuer may unilaterally vary the terms or conditions of the Scheme; or
 - (b) there is an expiry date by which the person can use their credits to make a reward redemption;ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and
5. where a person is a client as at the date of this instrument, provide the person with the disclosure document as soon as reasonably practicable after the commencement of this instrument; and
6. give written notice to clients of any proposed material change to the terms and conditions of the Scheme, or of any proposal by the issuer to withdraw the Scheme, at least 30 days before the change or withdrawal takes effect; and
7. establish and maintain a means by which the client can readily, and without cost to the client, find out the credits available to the client that can be used by the client to make a reward redemption under the Scheme; and
8. Provide any information in writing as and when requested by ASIC in relation to the Scheme, within 20 business days of any such request.

Schedule E

0 4 / 0 8 7 9

A dealing in, and the provision of financial product advice in relation to the financial product referred to in Schedule B as a representative of the person referred to in Schedule A.

Interpretation

In this instrument:

client means a person who is a participant in the Scheme;

credits in relation to the Scheme, includes credits, points, tokens, certificates, vouchers and electronic cash (whether or not they have been attributed a monetary value) that can be used under the Scheme for making a reward redemption;

dealing has the meaning given by subsection 766C(1) of the Act;

financial product advice has the meaning given by subsection 766B(1) of the Act;

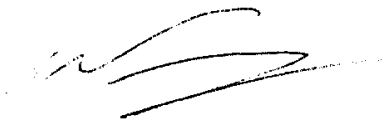
makes non-cash payments has the meaning given by section 763D of the Act;

representative has the meaning given by section 910A of the Act;

reward means goods or services, or a discount on goods or services, or other thing of use or benefit to a client; and

reward redemption means use of credits by a client to make payment, or cause payments to be made, for a reward.

Dated the 9th day of July 2004



Signed by Nevein Mikhaeil
as delegate of the Australian Securities and Investments Commission

04 / 0880

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 1075A(1) — Exemption**

Under subsection 1075A(1) of the *Corporations Act 2001 (Act)* the Australian Securities and Investments Commission (*ASIC*) exempts the person mentioned in the Schedule (the *Corporation*) from compliance with section 1071H of the Act in respect of the Debentures on condition that:

- (a) a Register of Debenture Holders is kept and maintained by a competent independent commercial registrar;
- (b) the registrar maintains professional indemnity insurance for an amount assured of at least 1% of the indebtedness under the Global Debenture from time to time or an amount otherwise approved by the ASIC;
- (c) the registrar causes the Register of Debenture Holders and all related books to be audited by a registered company auditor who would be eligible, in terms of section 324 of the Act, to audit both the registrar and the Corporation;
- (d) the Global Debenture is held in safe custody for the Debenture Holders by the trustee for Debenture Holders or if there is no such trustee then by an authorised trustee corporation or a person approved by the ASIC;
- (e) each Debenture Holder and the trustee for Debenture Holders has standing to enforce the Holder's or the Holders' rights (as the case may be) under the Global Debenture in his, her or its own name and, in the case of a Holder, there is no provision of the Global Debenture or the deed appointing the trustee which could have the effect of restricting the Holder from taking action to enforce his, her or its rights for more than 21 days after giving the trustee notice of the Holder's intention to do so unless the trustee takes action within that time;
- (f) any disclosure document which is required to be lodged under Chapter 6D of the Act by which Debentures are offered contains the following:
 - (i) a statement to the effect of paragraph (j);
 - (ii) a description of the Global Debenture and its operation;
 - (iii) a statement to the effect that:
 - (A) certificates of title are not issued;
 - (B) an entry in the Register of Debenture Holders of the name and address of a Debenture Holder and the amount of the debt owed to that Debenture Holder is conclusive evidence of title subject to rectification for fraud or error; and
 - (C) the issuer of the disclosure document undertakes to ensure that each investor's details are entered in the Register of Debenture Holders;

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- (iv) a description of the mechanisms enabling transfers and transmissions of Debentures;
- (v) a statement setting out the name and address of the person who has custody of the Global Debenture;
- (vi) statements:
 - (A) to the effect of paragraph (h); and
 - (B) to the effect that any document issued under paragraph (f)(vi)(A) is not a certificate of title or an acknowledgment of debt; and
- (vii) where a system of marked transfers operates, a statement which describes that system and includes details of how requests for marked transfers will be affected by the closure of the Register of Debenture Holders;
- (g) where paragraph (f) applies, the statements in paragraph (f)(i) and (f)(vi)(A) are complied with;
- (h) the registrar on request issues to a Debenture Holder a document which sets out the Debenture Holder's registry entry in the Register of Debenture Holders;
- (i) as soon as is practicable after receipt of an application for Debentures, the Corporation must issue the Debentures or to the extent the application is declined, return the application monies;
- (j) as soon as is practicable after the issue of Debentures to an investor, a letter which is not itself a certificate of title but merely an acknowledgment of receipt of monies and the entitlement of the investor to the Debentures as recorded in the Register of Debenture Holders, is issued to the investor and, to the extent the application of the investor is declined, the application monies are returned; and
- (k) on receipt of a valid transfer the registrar forthwith makes the necessary entries in the Register of Debenture Holders.

Interpretation

In this instrument:

- (a) **Debenture Holder** means a person who holds a Debenture;
- (b) **Debenture** in relation to the Corporation means a debenture issued as a Global Debenture of the Corporation or a unit of a Global Debenture of the Corporation;
- (c) **Global Debenture** in relation to the Corporation means a document issued by

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the Corporation that creates, evidences or acknowledges a chose in action that includes an undertaking by the Corporation to repay as a debt money deposited with or lent to the Corporation to each person whose name for the time being appears in the Register of Debenture Holders; and

- (d) *Register of Debenture Holders* means a register of the holders of debentures of the Corporation which complies with Chapter 2C of the Act.

SCHEDULE

Timbercorp Limited (ACN 055 185 067)

Dated this 9th day of July 2004

Signed by Stephen Yen, PSM
as a delegate of the Australian Securities and Investments Commission

04 / 0881

**Australian Securities and Investments Commission
Corporations Act – Paragraph 1020F(1)(a) – Exemption**

1. Under paragraph 1020F(1)(a) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") exempts McLaughlins Financial Services Limited (ACN 088 647 786) ("MFS") as the responsible entity of the MFS Diversified Trust (ARSN 104 482 206) (the "Scheme") in the case referred to in Schedule A from paragraph 1016A(2)(a) of the Act.
2. Under paragraph 1020F(1)(a) of the Act, ASIC exempts MFS in the case referred to in Schedule B from section 1012B of the Act.
3. Under paragraph 1020F(1)(a) of the Act, ASIC exempts each regulated person in the case referred to in Schedule C from section 1012A of the Act.

Schedule A

An offer of options to acquire units in the Scheme to existing holders of units in the Scheme in proportion to their existing holdings, where the options are offered and issued for no consideration, and under a product disclosure statement lodged with ASIC on or about 19 July 2004 ("Bonus Options") and in circumstances where Bonus Options may be traded on the official list of Australia Stock Exchange Limited.

Schedule B

The issue of units in the Scheme upon the exercise of the Bonus Options under the terms of the product disclosure statement mentioned in Schedule A.

Schedule C

The provision by a regulated person of a recommendation that another person should acquire a unit in the Scheme by exercising a Bonus Option that relates to the product disclosure statement mentioned in Schedule A.

Interpretation

In this instrument "regulated person" has the meaning set out in section 1011B of the Act.

Dated this 13th day of July 2004



Signed by Catherine So
as a delegate of the Australian Securities and Investments Commission

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case, and in relation to the supplementary disclosure document, specified in Schedule B as if:

1. the text of paragraph 723(3)(b) of the Act was omitted and the following substituted:

"the securities are not admitted to quotation within 3 months after the later of:

- (i) the date of the disclosure document; and
- (ii) the date of a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b)(ii) or subsection 724(1AA), or which otherwise relates to the admission to quotation of the securities offered under the disclosure document;"

2. paragraph 724(1)(a) of the Act was modified or varied by omitting the words "and that condition is not satisfied within 4 months after the date of the disclosure document" and substituting the words:

"and that condition is not satisfied within 4 months after the later of:

- (iii) the date of the disclosure document; or
- (iv) the date of a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b)(ii) or subsection 724(1AA), or which otherwise relates to the admission to quotation of the securities offered under the disclosure document and which explains the effect of this paragraph and subsection 724(1AA)"; and

3. section 724 was amended by inserting the following subsection after subsection 724(1):

"724(1AA) Where a person lodges a supplementary disclosure document which relates to the matters referred to in subparagraph (1)(b)(ii) or this subsection, or which otherwise relates to the admission to quotation of the securities offered under the disclosure document and the securities offered under the disclosure document are not admitted to quotation within 3 months after the date of the supplementary disclosure document, the person must deal under subsection (2) with any applications for the securities made under the

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disclosure document to which the supplementary disclosure document relates that have not resulted in an issue or transfer of the securities. For the purpose of working out whether a condition referred to in paragraph (1)(a) has been satisfied, a person who has agreed to take securities as underwriter is taken to have applied for those securities."

SCHEDULE A

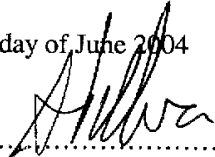
Yilgarn Mining Limited ACN 009 372 150 ("Issuer") and any person acting on its behalf.

SCHEDULE B

An offer or issue of securities of the Issuer under a prospectus lodged with ASIC on 7 April 2004, in respect of which a supplementary prospectus is to be lodged with ASIC on 29 June 2004.

Dated this 29th day of June 2004

Signed:


.....
Salvatore Pillera, as delegate of the
Australian Securities and Investments Commission

04 / 0883

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**

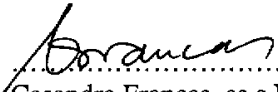
Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 13 July 2005.

SCHEDULE

METABOLISM HEALTH LIMITED ACN 009 121 644

Dated: 13 July 2004

Signed:


.....
Casandra Francas, as a Delegate of the
Australian Securities and Investments Commission

04 / 0884

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**

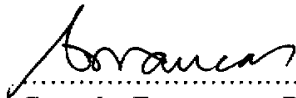
Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 13 July 2005.

SCHEDULE

TELEZON LIMITED ACN 009 151 277

Dated: 13 July 2004

Signed:



.....
Casandra Francas, as a Delegate of the
Australian Securities and Investments Commission

04 / 0885

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**

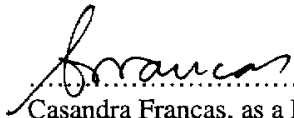
Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 13 July 2005.

SCHEDULE

POLTECH INTERNATIONAL LIMITED ACN 081 244 395

Dated: 13 July 2004

Signed:


.....
Casandra Francas, as a Delegate of the
Australian Securities and Investments Commission

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AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
IN THE MATTER OF NEVILLE JOHN KAKOSCHKE
AND SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Neville John Kakoschke
2 Fitzroy Tce,
Thorngate. SA 5082

ORDER PURSUANT TO SECTIONS 920A and 920B OF THE
CORPORATIONS ACT 2001

TAKE NOTICE THAT: pursuant to sections 920A and 920B of the Corporations Act 2001, Neville John Kakoschke is permanently prohibited from providing financial services as defined in the Corporations Act 2001.

Dated this 30th day of June 2004.

Signed:.....
Anne Moroney
Delegate of the
Australian Securities and Investments Commission.

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 713(6) – Determination**

Pursuant to subsection 713(6) of the Corporations Act 2001 ("the Act"), the Australian Securities and Investments Commission hereby varies the determination specified in Schedule A by deleting the date "21 January 2005" and replacing it with "8 September 2004".

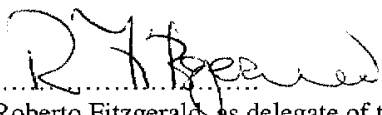
Schedule A

The determination made by Roberto Fitzgerald on 21 January 2004 pursuant to section 713(6) of the Act that the company specified in Schedule B may not rely on section 713 of the Act during the period 21 January 2004 to 21 January 2005.

Schedule B

Batavia Mining Limited ACN 009 075 861

Dated this 8th day of July 2004

Signed: 
Roberto Fitzgerald, as 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 Suspension of an Australian Financial Services Licence

TO: IFR Limited, ABN: 74 082 517 217 ("the Licensee")
Suite 2, 1 Railway Crescent, Croydon VIC 3136

Pursuant to section 915B(3)(b) of the **Corporations Act 2001** ("the Act"), the Australian Securities and Investments Commission hereby suspends Licence Number 220043 held by the Licensee until 19 July 2004, with effect from 2 July 2004.

Dated 15 July 2004.

Signed.....

Linda Sandwell, a delegate of the Australian Securities and Investments Commission

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

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) hereby declares that Chapter 5C applies to the person mentioned in Schedule A in relation to each of the registered schemes specified in Schedule B in the case set out in Schedule C as if section 601FL of the Act were modified or varied as follows:

1. delete from subsection (1) all the text after the word “it” and substitute the following text:

“must either:

- (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
- (b) propose a related body corporate to be the new responsible entity in accordance with subsection (1A).”;

2. insert after subsection (1) the following subsection:

“(1A) The requirements for proposing a related body corporate to be the new responsible entity are as follows:

- (a) The responsible entity must give members notice of a proposal to choose a company (the ***proposed responsible entity***), which is a wholly owned subsidiary of the responsible entity’s holding company, to be the scheme’s new responsible entity.
- (b) The notice to members must:
 - (i) set out:
 - (A) the responsible entity’s reasons for wanting to retire; and
 - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity; and
 - (ii) state prominently that if:
 - (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members,

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who would be entitled to vote if the proposal were put as a proposed resolution to a meeting of members under paragraph (1)(a), ask for a vote on the choice of the proposed responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on a resolution for the choice of the proposed responsible entity; and

- (iii) be accompanied by a form which can be ticked to ask for a vote; and
 - (iv) state prominently a reply paid address of the responsible entity to which the form may be sent.
- (c) If sufficient members ask for a vote in accordance with the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting in accordance with Part 2G.4 to vote on the choice of the proposed responsible entity as soon as possible.
- (d) If there is a postal vote:
- (i) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent;
 - (ii) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (A) the proposed responsible entity will be chosen as the new responsible entity if at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the choice; and
 - (B) only votes received by the responsible entity within 28 days after the issue of the voting paper will be counted.
- (e) If a meeting is convened the resolution to choose the new responsible entity must be an extraordinary resolution if the scheme is not listed.";and

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3. insert after subsection (2), the following subsections:

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“(2A) If a postal vote is arranged under paragraph (1A)(c) and at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the proposed responsible entity, that entity is taken for the purposes of subsection (2) to have been chosen by a resolution of members on the last day on which postal votes may be received in order to be counted.

(2B) If:

- (a) a related body corporate is proposed to be the new responsible entity in accordance with subsection (1A); and
- (b) sufficient members do not ask for a vote to choose the entity in accordance with the notice referred to in paragraph (1A)(b); and
- (c) the entity has consented in writing to becoming the scheme’s responsible entity,

then:

- (d) as soon as practicable and in any event within 2 business days after the end of the period in which a member may ask for such a vote, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme’s registration to name the proposed responsible entity as the scheme’s responsible entity; and
- (e) the notice must be accompanied by a certificate from the current responsible entity that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity’s reasons as to why this is the case; and
- (f) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged.”.

Schedule A

McLaughlins Financial Services Limited ACN 088 647 796 in its capacity as the responsible entity of the registered schemes specified in Schedule B (the “Schemes”)

Schedule B

1. MFS Diversified Property Securities Trust ARSN 099 932 564

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2. MFS Premium Income Fund ARSN 090 687 577
3. MFS Wholesale Premium Income Fund ARSN 107 973 071
4. MFS Leveraged Investment Trust ARSN 093 393 072

04 / 0892**Schedule C**

The proposed retirement of the responsible entity of the Schemes and its proposed replacement by MFS Investment Management Limited ACN 101 634 146 with its consent not later than 1 November 2004.

Dated this 15th day of July 2004



Signed by Andrew Moore
as delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**

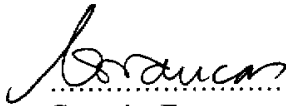
Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 14 July 2005.

SCHEDULE

RETAIL TECHNOLOGY & SERVICES LIMITED ACN 070 492 287

Dated: 14 July 2004

Signed:



.....
Cassandra Francas, as a Delegate of the
Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**

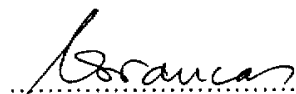
Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 14 July 2005.

SCHEDULE

FEDERATION GROUP LIMITED ACN 007 532 827

Dated: 14 July 2004

Signed:


.....
Casandra Francas, as a Delegate of the
Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**

Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 14 July 2005.

SCHEDULE

W C PENFOLD LTD ACN 002 664 495

Dated: 14 July 2004

Signed:



.....
Cassandra Francas, as a Delegate of the
Australian Securities and Investments Commission

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 Administration Appeals Tribunal prevents it from doing so.

A.C.N. 084 540 858 LTD ACN 084 540 858 will change to a proprietary company limited by shares. The new name will be A.C.N. 084 540 858 PTY LTD ACN 084 540 858.

CASTLE KEEP LIMITED ACN 102 757 460 will change to a proprietary company limited by shares. The new name will be CASTLE KEEP PTY LIMITED ACN 102 757 460.

FRANKLIN HOUSE LIMITED ACN 000 763 717 will change to a proprietary company limited by shares. The new name will be FRANKLIN HOUSE PTY LIMITED ACN 000 763 717.

HEALTH EXPORTS AUSTRALIA LIMITED ACN 062 473 787 will change to a proprietary company limited by shares. The new name will be HEALTH EXPORTS AUSTRALIA PTY LTD ACN 062 473 787.

INVESTEC WENTWORTH PRIVATE EQUITY PTY LTD ACN 098 207 740 will change to a public company limited by shares. The new name will be INVESTEC WENTWORTH PRIVATE EQUITY LIMITED ACN 098 207 740.

MONASH HEALTH RESEARCH PRECINCT LTD ACN 104 363 368 will change to a proprietary company limited by shares. The new name will be MONASH HEALTH RESEARCH PRECINCT PTY LTD ACN 104 363 368.

PPS INTERNATIONAL PTY LTD ACN 105 793 682 will change to a public company limited by shares. The new name will be ARTHRITIS RELIEF PLUS LIMITED ACN 105 793 682.

PROVIDENT PARTNERS LIMITED ACN 093 237 300 will change to a proprietary company limited by shares. The new name will be PROVIDENT PARTNERS PTY LTD ACN 093 237 300.

TARAGON GROUP HOLDINGS LIMITED ACN 092 051 753 will change to a proprietary company limited by shares. The new name will be TARAGON GROUP HOLDINGS PTY LIMITED ACN 092 051 753.

AUSTRALIAN RENEWABLE FUELS PTY LTD ACN 096 782 188 will change to a public company limited by shares. The new name will be AUSTRALIAN RENEWABLE FUELS LIMITED ACN 096 782 188.

ECLIPSE MINERALS LIMITED ACN 097 974 813 will change to a proprietary company limited by shares. The new name will be ECLIPSE MINERALS PTY LTD ACN 097 974 813.

GREENLEAVES INTERNATIONAL PTY. LIMITED ACN 079 527 263 will change to a public company limited by shares. The new name will be GREENLEAVES INTERNATIONAL LIMITED ACN 079 527 263.

HORTICULTURE MANAGEMENT LIMITED ACN 078 135 976 will change to a proprietary company limited by shares. The new name will be HORTICULTURE MANAGEMENT PTY LTD ACN 078 135 976.

LRKW LIMITED ACN 078 617 240 will change to a proprietary company limited by shares. The new name will be LRKW PTY LTD ACN 078 617 240.

NEW ENGLAND TIN N.L. ACN 069 306 289 will change to a proprietary company limited by shares. The new name will be NEW ENGLAND TIN PTY LTD ACN 069 306 289.

PRINT MAIL LOGISTICS PTY LTD ACN 103 116 856 will change to a public company limited by shares. The new name will be PRINT MAIL LOGISTICS LIMITED ACN 103 116 856.

RICHFIELD SHIPPING PTY LTD ACN 103 306 403 will change to a public company limited by shares. The new name will be RICHFIELD SHIPPING LIMITED ACN 103 306 403.

TECLOC LIMITED ACN 088 450 177 will change to a proprietary company limited by shares. The new name will be TECLOC PTY.LTD. ACN 088 450 177.

THE ACCOUNTING COMPANY LIMITED ACN 000 879 425 will change to a proprietary company limited by shares. The new name will be **THE ACCOUNTING COMPANY PTY LIMITED** ACN 000 879 425.

WOODCOURT LIMITED ACN 003 309 920 will change to a proprietary company limited by shares. The new name will be **WOODCOURT PTY LIMITED** ACN 003 309 920.

VICTORIAN PRODUCERS' CO-OPERATIVE COMPANY LIMITED ACN 004 059 607 will change to a proprietary company limited by shares. The new name will be **VICTORIAN PRODUCERS' CO-OPERATIVE COMPANY PTY LTD** ACN 004 059 607.