



Commonwealth of Australia



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

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Pursuant to subsection 741(1) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts each person in the class of persons mentioned in Schedule A from Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

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

SCHEDULE B — CASES EXEMPTED

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

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended (quoted shares); and
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration; and
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b);

which is made pursuant to the, AMO 2002 Incentive Compensation Plan ("employee share scheme"), and which meets the requirements set out in Schedule C, but does not apply to:

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

SCHEDULE C — FURTHER REQUIREMENTS

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

- 1 The shares the subject of the offer or option must be of a body (the "issuer") securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 12 month period, immediately preceding the first day on which the options pursuant to the offer may be exercised, without suspension during that period exceeding in total 2 trading days
- 2 The offer must be made pursuant to an employee share scheme extended only to persons ("offerees") who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
- 4 The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;

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- (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;
- (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
- (d) the offer document must include an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

5 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

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

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

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

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

SCHEDULE D — CONDITIONS

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

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

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.
- 2 A body corporate is an associated body corporate of an issuer if:
- (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;
- (applying the definition of "voting power" contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
- (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
- (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated the 10th day of July 2002



Signed by Bich Khuu
as delegate of the Australian Securities and Investments Commission

02/0770

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

CORPORATIONS ACT - SECTION 741 - DECLARATION

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

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

Schedule A

UBS Global Asset Management (Australia) Ltd (ABN 31 003 146 290)

Schedule B

An offer for interests under a prospectus called UBS Investment Funds Prospectus No: 15 dated 12 April 2002 for the following funds:

Cash Fund	ARSN 090 431 039
Cash-Plus Fund	ARSN 090 428 121
Credit Enhanced Cash Fund	ARSN 094 520 359
Cash Bond Fund	ARSN 090 429 146
Australian Bond Fund	ARSN 090 427 571
Inflation-Linked Bond Fund	ARSN 090 427 839
International Bond Fund	ARSN 090 431 628
Global Credit Fund	ARSN 096 296 892
Global High Yield Fund	ARSN 096 297 068
Property Securities Fund	ARSN 090 431 271
Australian Share Fund	ARSN 090 427 213

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International Share Fund ARSN 090 431 735
Diversified Fixed Income Fund ARSN 090 428 372
Defensive Investment Fund ARSN 090 430 881
Balanced investment Fund ARSN 090 430 210

Dated this 23rd day of April 2002.



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

02/0771

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* and for the avoidance of doubt, the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D applies to each person in the class of persons specified in Schedule A in the case specified in Schedule B as if section 707 (to the extent to which it applies in accordance with paragraph 10.2.51(b) of the *Corporations Regulations 2001*) were modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

- "(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:
- (a) without disclosure to investors under this Part; and
 - (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 does not say otherwise.

Note 1: Section 706 normally requires disclosure for the issue of the securities. This subsection is intended to prevent avoidance of section 706. However, to establish a contravention of this subsection, the only purpose that needs to be shown is that referred to in paragraph (b).

Note 2: The issuer and the seller must both consent to the disclosure document (see section 720).

- (4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."

Schedule A

Any person (the "Seller") who makes an offer of interests in the Commonwealth Property Office Fund (ARSN 086 029 736) ("CPA") for sale of the kind referred to in Schedule B.

Schedule B

An offer of interests in CPA for sale which has each of the following 3 characteristics:

1. The interests were issued on or after the Commencement Date and before 12 September 2002.
2. The interests are covered by at least one of the categories of Relief set out in Schedule C.
3. A Reliance Notice is provided to ASIC by Commonwealth Managed Investments Limited (ABN 33 084 098 180) ("CMIL") in its capacity as the responsible entity of CPA within 5 business days after the issue of the interests.

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Schedule C – Categories of relief

Category 1

- (1) The interests are in a class of securities that were quoted ED securities at all times in the 12 months before the date of issue; and
- (2) there is a completed contract for the issue of the interests; and
- (3) at the time of issue and at the time of the offer for sale no determination under subsection 713(6) is in force with respect to CPA; and
- (4) CPA is included in the S&P/ASX 200 index both at the time of the issue of the interests and at the time of the offer for sale; and
- (5) the Seller is not aware of any failure by the responsible entity of CPA to comply with any undertaking contained in the Reliance Notice.

Category 2

- (1) The interests are in a class of securities that were quoted ED securities at all times in the 12 months before the date of issue; and
- (2) there is a completed contract for the issue of the interests; and
- (3) at the time of issue no determination under subsection 713(6) is in force with respect to CPA; and
- (4) contemporaneously with, and in any event by no later than 2 business days after the time of issue, CMIL notifies the operator of the prescribed financial market on which the interests are quoted that:
 - (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer of the interests has been disclosed to the operator of the prescribed financial market; or
 - (b) there is no information of that kind to disclose; and
- (5) the offer for sale does not occur until after the notification referred to in (4) has occurred; and
- (6) the Seller is not aware of any failure by the responsible entity of CPA to comply with any undertaking contained in the Reliance Notice.

Interpretation

In this instrument:

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1. "ASX" means Australian Stock Exchange Limited;
2. "Commencement Date" means the date of commencement of Schedule 1 to the *Financial Services Reform Act 2001*;
3. "completed contract" means a contract where consideration for the issue of the securities has been fully paid;
4. "Reliance Notice" means a written notice which:
 - (a) specifies which of Categories 1 or 2 CMIL seeks to rely on with respect to an issue of interests that may be subject to a subsequent offer for sale;
 - (b) specifies the date of the issue of the interests;
 - (c) specifies the identity of the person to whom the interests were issued;
 - (d) specifies when the contract for issue of the interests was completed; and
 - (e) includes an irrevocable undertaking by CMIL to provide ASIC with any other information known to CMIL which ASIC requests in writing in relation to the issue of the interests within 5 business days of receipt of a written request from ASIC for that information; and
5. except where otherwise stated, references to Chapters, Parts and sections are to Chapters, Parts and sections of the *Corporations Act 2001*.

Dated the 19th day of April 2002.



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

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

0 2 / 0 7 7 2

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (the **Act**) the Australian Securities and Investments Commission (the **Commission**) hereby declares that Chapter 5C applies to the person referred to in Schedule A in relation to the operation of the managed investment scheme specified in Schedule B (the **Scheme**) on the conditions set out in Schedule C as if the following words were added at the end of paragraph 601GA(1)(a):

“except to the extent the constitution contains provisions to the effect that:

- (i) 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 Exchange or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations and interests in the scheme or, if the interests to be issued are in a class of interests, interests of that class form part of stapled securities that have not been suspended from quotation where the issue 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 members or before the registration of the scheme holders of interests under an approved deed relating to the scheme in accordance with subparagraphs (C) to (H) or corresponding provisions in the approved deed and issues in accordance with other provisions of the constitution or any other provision permitted to be contained in the approved deed under a declaration made pursuant to s 1069(3) of the Law in respect of the covenant described in subparagraph 1069(1)(b)(ii) of the Law) 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 aggregate of the issue price of the interests and the issue price of the shares to which they are stapled is less than the aggregate of the current market price for the interests (if applicable, of that class) and the current market price of the shares to which they are stapled exceeds 10%,

the following requirements are also satisfied:

- (C) the members of the scheme 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 considers 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 subparagraph (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

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- (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;
- (iii) interests in the scheme, other than options to subscribe for interests in the scheme, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time to only and all the then members of the scheme if:
 - (A) all 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 aggregate of the price of the interests and the price of the shares to which they are stapled is less than any amount that would otherwise apply under the constitution in respect of the stapled securities 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 jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if the interests are sold, 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;

- (iv) an option to subscribe for a stapled security comprising an interest in the scheme and the share to which it is 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 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,

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

- (v) an interest in the scheme, other than an option to subscribe for an interest in the scheme, 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; and

- (E) the amount by which the aggregate of the price of the interests and the price of the shares to which they are stapled is less than the amount that would otherwise apply under the constitution in respect of the stapled securities does not exceed a maximum percentage specified in the constitution,

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

- (vi) an interest in the scheme and the share to which it is stapled form part of a stapled security that is quoted on the Exchange and not suspended 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 the 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;
- (B) the sale of the forfeited interest is in accordance with section 254Q of the Law other than subsections 254Q(1), 254Q(10) and 254Q(13) as if the interests were shares, the scheme was the company and the responsible entity was the directors of the company;

Schedule A

Babcock & Brown Investor Services Limited (ACN 099 717 638) (the **Responsible Entity**)

Schedule B

Prime Infrastructure Trust (ARSN 100 375 479) (the **Scheme**)

Schedule C

Shares in Prime Infrastructure Management Limited (ACN 100 364 234) are stapled to units in the Scheme so that neither can be dealt with without the other.

Dated 9 May 2002



Signed by Bryce Wilson

As delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission 0 2 / 0 7 7 3
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 (the **Commission**) hereby declares that Chapter 5C applies to the person referred to in Schedule A in relation to the operation of the managed investment scheme specified in Schedule B (the **Scheme**) on the conditions set out in Schedule C as if the following words were added at the end of paragraph 601GA(1)(a):

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

- (a) an interest in the Scheme may only be issued, transferred or redeemed together with the other security to which it is stapled;
- (b) the sum of prices at which the interest in the Scheme and the other security to which it is stapled are issued must be equal to the sum of the calculated prices for those two securities;
- (c) the responsible entity may allocate the combined purchase prices between units in the Scheme and the other securities to which they are stapled as it thinks fit;
- (d) any relevant disclosure document discloses that an instrument of relief has been granted to allocate the issue price as per paragraph (c).”

Schedule A

Babcock & Brown Investor Services Limited (ACN 099 717 638) (the **Responsible Entity**)

Schedule B

Prime Infrastructure Trust (ARSN 100 375 479) (the **Scheme**)

Schedule C

Shares in Prime Infrastructure Management Limited (ACN 100 364 234) are stapled to units in the Scheme (**Stapled Security**) and the Stapled Security will be quoted on the Australian Stock Exchange and cannot be traded separately.

Dated 9 May 2002



Signed by Bryce Wilson

as delegate of the Australian Securities and Investments Commission

02/0774

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 (the Commission) hereby declares that the provisions of Chapter 5C of the Act apply to the person specified in Schedule A in relation to the operation of the managed investment scheme specified in Schedule B (the Scheme) on the conditions set out in Schedule C and so long as they are met, as if those provisions were modified or varied as follows:

- 1 Replace paragraph 601FC(1)(c) with the following:
“act in the best interests of the members, having regard to their interests as holders of stapled securities comprising interests in the Prime Infrastructure Trust and Prime Infrastructure Management Limited and, if there is a conflict between the members’ interests and its own interests, give priority to the members’ interests; and”
- 2 Replace paragraph 601FD(1)(c) with the following:
“act in the best interests of the members, having regard to their interests as stapled security holders, comprising interests in the Prime Infrastructure Trust and Prime Infrastructure Management Limited and, if there is a conflict between the members’ interests and the interests of the responsible entity, give priority to the members’ interests; and”

Schedule A

Babcock & Brown Investor Services Limited (ACN 099 717 638) (the **Responsible Entity**)

Schedule B

Prime Infrastructure Trust (ARSN 100 375 479) (the **Scheme**)

Schedule C

Shares in Prime Infrastructure Management Limited (ACN 100 364 234) are stapled to units in the Scheme so that neither can be dealt with without the other.

Dated 9 May 2002



Signed by Bryce Wilson

As delegate of the Australian Securities and Investments Commission

02/0775

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

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (“Act”) the Australian Securities and Investment Commission (“ASIC”) hereby exempts the person specified in Schedule A (“responsible entity”) in relation to the operation of the registered managed investment scheme specified in Schedule B (“scheme”) from compliance with paragraph 601GC(1) of the Act for so long as the conditions in Schedule C are met.

Schedule A

Macquarie Specialised Asset Management Limited (ACN 087 382 965)

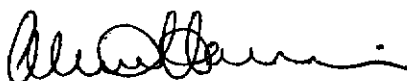
Schedule B

Holdings Trust (ARSN 100 803 049)

Schedule C

1. The only member of the scheme is Macquarie Bank Limited (ACN 008 583 542).
2. The constitution of the scheme may be amended by the written consent of the member of the scheme.
3. Any disclosure document relevant to an offer of interests in the scheme discloses the content of the constitution as amended by the mechanism provided for by this instrument of relief.

Dated: 27 June 2002



Signed by Alison Haines as delegate of the
Australian Securities and Investment Commission.

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

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investment Commission ("ASIC") hereby exempts the person mentioned in Schedule A ("responsible entity") in relation to the operation of the registered managed investment scheme specified in Schedule B ("scheme") from compliance with paragraph 601FC(1)(d) of the Act in the case specified in Schedule C for so long as the conditions in Schedule D are met.

Schedule A

Macquarie Specialised Asset Management Limited (ACN 087 382 965).

Schedule B

Holdings Trust (ARSN 100 803 049)

Schedule C

To the extent that s 601FC(1)(d) requires the responsible entity to treat members of the same class equally, the responsible entity, where it is acting in accordance with a provision of the constitution of the scheme that permits it to do so, may:

- (a) require certain members that are connected to a jurisdiction outside Australia ("foreign members") to dispose of their interests in the scheme; or
- (b) dispose of the interests of the foreign members on their behalf;
in order:
 - (a) that the scheme may be eligible for or that the scheme may retain a declaration that the scheme is a substantially Australian investment fund under the Ownership Regulations; or
 - (b) to avoid any breach or potential breach of the Ownership Provisions or non-compliance with the Ownership Regulations (together "the foreign ownership restrictions") in relation to any Airport Investment by the scheme.

Schedule D

1. The responsible entity reasonably considers that it would be in the best interest of members to cause foreign members to dispose of units;

0 2 / 0 7 7 6

2. Any disclosure document relevant to the units discloses the disposal mechanism provided for by this instrument of relief;
3. The responsible entity forwards to foreign members as soon as reasonably practicable the proceeds upon disposal of the units, subject to any allowable deductions for all reasonable costs and expenses of, or incidental to, the disposals that are provided for in the constitution of the scheme and disclosed to prospective members;
4. The responsible entity ensures that a permanent flag is maintained on the Stock Exchange Automated Trading System ("SEATS") of the Australian Stock Exchange regarding the foreign ownership restrictions; and
5. The responsible entity must provide a summary of all information regarding the foreign ownership restrictions to all members in the annual reports, semi-annual reports and member statements in respect of the scheme that are required to be sent to members pursuant to the Act.

Interpretation

"Airport Investment" means any direct or indirect investment by a scheme in or in connection with an airport operator company (as defined in the Airport Act 1996 (Cth)) or the holding company of an airport operator company.

"Ownership Provisions" means Part 3 of, and the Schedule to, the Airports Act 1996 (Cth).

"Ownership Regulations" means the Airports (Ownership Interests in Shares) Regulations 1996 (Cth).

"unit" means a unit in the Scheme.

Dated: 28 June 2002



Signed by Alison Haines as delegate of the
Australian Securities and Investment Commission.

02/0777

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* and for the avoidance of doubt, the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D applies to each person in the class of persons specified in Schedule A in the case specified in Schedule B as if section 707 (to the extent to which it applies in accordance with paragraph 10.2.51(b) of the *Corporations Regulations 2001*) were modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

- "(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:
- (a) without disclosure to investors under this Part; and
 - (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 does not say otherwise.

Note 1: Section 706 normally requires disclosure for the issue of the securities. This subsection is intended to prevent avoidance of section 706. However, to establish a contravention of this subsection, the only purpose that needs to be shown is that referred to in paragraph (b).

Note 2: The issuer and the seller must both consent to the disclosure document (see section 720).

- (4) Unless the contrary is provided, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."

Schedule A

Any person (the "Seller") who makes an offer of interests in the ING Industrial Fund (ARSN 089 038 175) ("IIF") for sale of the kind referred to in Schedule B.

Schedule B

An offer of interests in IIF for sale which has each of the following characteristics:

1. The interests were issued on or after the Commencement Date and before 11 December 2002.
2. The interests are covered by at least one of the categories of Relief set out in Schedule C.
3. A Reliance Notice is provided to ASIC by ING Management Australia Limited (ABN 15 006 065 032) ("INGML") in its capacity as the responsible entity of IIF within 5 business days after the issue of the interests.

Schedule C - Categories of relief

Category 1

1. The interests are in a class of securities that were quoted ED securities at all times in the 12 months before the date of issue; and
2. there is a completed contract for the issue of the interests; and

3. at the time of issue and at the time of the offer for sale no determination under subsection 713(6) is in force with respect to IIF; and
4. IIF is included in the S&P/ASX 200 index both at the time of the issue of the interests and at the time of the offer for sale; and
5. the Seller is not aware of any failure by the responsible entity of IIF to comply with any undertaking contained in the Reliance Notice.

Category 2

1. The interests are in a class of securities that were quoted ED securities at all times in the 12 months before the date of issue; and
2. there is completed contract for the issue of the interests; and
3. at the time of issue no determination under subsection 713(6) is in force with respect to IIF; and
4. contemporaneously with, and in any event by no later than 2 business days after the time of issue, INGML notifies the operator of the prescribed financial market on which the interests are quoted that:
 - (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer to the interests has been disclosed to the operator of the prescribed financial market; or
 - (b) there is no information of that kind to disclose; and
5. the offer for sale does not occur until after the notification referred to in (4) has occurred; and
6. the Seller is not aware of any failure by the responsible entity of IIF to comply with any undertaking contained in the Reliance Notice.

Interpretation

In this instrument:

1. "ASX" means Australian Stock Exchange Limited;
2. "Commencement Date" means the date of commencement of Schedule 1 to the *Financial Services Reform Act 2001*;
3. "completed contract" means a contract where consideration for the issue of the securities has been fully paid;
4. "Reliance Notice" means a written notice which:
 - (a) specified which of Categories 1 or 2 INGML seeks to rely on with respect to an issue of interests that may be subject to a subsequent offer for sale;
 - (b) specified the date of the issue of the interests;
 - (c) specifies the identity of the person to whom the interests were issued;
 - (d) specifies when the contract for issue of the interest was completed; and
 - (e) includes an irrevocable undertaking by INGML to provided ASIC with any other information known to INGML which ASIC requests in writing in relation to the

issue of the interests within 5 business days of receipt of a written request from ASIC for that information; and

5. except where otherwise stated, references to Chapters, Parts and sections are to Chapters, Parts and sections of the *Corporations Act 2001*.

Dated the 2nd day of July 2002



Signed by Bryce Wilson
as delegate of the Australian Securities and Investments Commission

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

02/0778

Pursuant to subsection 741(1) of the *Corporations Act 2001*, the Australian Securities and Investments Commission ("ASIC") hereby varies the instrument dated 2 July 2002 granted to ING Management Australia Limited (ABN 15 006 065 032) concerning the ING Industrial Fund (ARSN 089 028 175) by omitting from Schedule B, paragraph 1 the date "11 December 2002" and substituting the date "12 December 2002"; and by omitting from the Interpretation section, under "Reliance Notice", paragraph (e), the word "provided" and substituting the word "provide".

Dated this 2nd day of July 2002



Signed by Bryce Wilson
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act Paragraph 741(1)(b)
Declaration and Modification

02/0780

Pursuant to paragraph 741(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act shall have effect in its application to the person and the Scheme referred to in Schedule A in the case referred to in Schedule B as if subsection 711(6) of the Act were modified or varied by replacing the expression "The prospectus must state that no securities will be issued on the basis of the prospectus after the expiry date specified in the prospectus." with the expression "No securities will be issued on the basis of the prospectus after 9 August 2002."

Schedule A

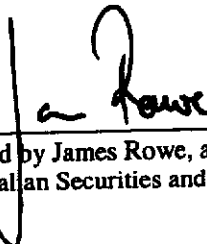
Integrated Oil Extractions N.T Ltd ACN 095 728 920 ("IOE") and Exotic Timbers of Australia ACN 082 211 274 ("responsible entity") as responsible entity for the Exotic Timbers of Australia NT3 Project ARSN 096 645 902 ("Scheme").

Schedule B

The prospectus issued by IOE and the responsible entity dated 9 July 2001 in respect of interests in the Scheme ("Prospectus") when read together with the supplementary prospectus to be lodged with ASIC on or about 8 July 2002 ("Updated Prospectus") contains:

- (a) a statement to the effect that:
 - (i) The Updated Prospectus contains all information that would be required by section 710 of the Act; and
 - (ii) The Updated Prospectus does not contain any material statement that is false or misleading; and
 - (iii) There is no omission from the Updated Prospectus that would be required by section 710 of the Act.
- (b) confirmation of the completeness and accuracy of all statements made in the Prospectus and if applicable, in the supplementary prospectus, which purport to be made by an expert or to be based on a statement made by an expert ("Expert"); and
- (c) a consent in accordance with section 716(2) of the Act from each Expert to the inclusion of the statement referred to in clause (b) of Schedule B above; and
- (d) the Updated Prospectus complies with the draft ASIC Policy Statement 170 in relation to prospective financial information.

Dated this 5th day of July 2002


Signed by James Rowe, a delegate of the
Australian Securities and Investments Commission

02/0781

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

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



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

SCHEDULE

Broker Name	Ref.	Effective Date
A.D. IRVINE INSURANCE BROKERS PTY LTD ACN 008722138	60178	14/06/2002
ACE - I.R.M. INSURANCE BROKING GROUP PTY. LTD. ACN 010596700	40070	09/01/2002
AFM AUSTRALIA PTY LTD ACN 073267053	40313	18/06/2002
ARROW INSURANCE CONSULTANT SERVICES P/L ACN 084433018	40358	27/04/2002
ASIAN INTER-CITY FINANCE (QUEENSLAND) PTY LTD ACN 010573467	40347	18/06/2002
AWIB PTY LTD ACN 060176589	30586	03/12/2001
BJS INSURANCE BROKERS (SOUTH AUSTRALIA) PTY LTD ACN 081886759	30613	06/04/2002
BRETT GRANT AND ASSOCIATES PTY LTD ACN 009588756	70019	28/06/2002
BT INSURANCE BROKERS PTY LIMITED ACN 057500964	20782	18/08/2001
CTM INSURANCE BROKERS PTY LTD ACN 087819805	20936	30/06/2002
G.I.S. STATEWIDE PTY LTD ACN 092319152	30655	03/07/2002
GAULT ARMSTRONG & KEMBLE (W.A.) PTY LTD ACN 009196767	60079	27/06/2002
INSURANCE LOGIC PTY LTD ACN 002859252	20557	29/06/2002
JLT RE PTY LIMITED ACN 002925457	20930	24/07/2001
JOHNSON PACIFIC PTY LIMITED ACN 005995577	40218	30/06/2002
LONSFORD INSURANCE BROKERS PTY LTD ACN 007329366	30473	26/06/2002
MIENHAM PTY LTD ACN 050414956	40219	09/07/2002
MILIAUSKAS AND ASSOCIATES PTY LTD ACN 009255369	60154	16/06/2002
NELANC INSURANCE BROKING SERVICES PTY LTD ACN 006338530	30194	09/12/2001
NORTHLAKE HOLDINGS PTY LTD ACN 009296824	60078	22/04/2001
NORTHLAKE HOLDINGS PTY LTD ACN 009296824	60078	22/04/2002
PASKALIDIS, EVANGELOS	30594	03/04/2002
PETER VICKERS INSURANCE BROKERS PTY LTD ACN 074294081	20814	27/06/2002
REX SILVER INSURANCE BROKERS PTY LTD ACN 082545293	40346	30/06/2002
SHIRE INSURANCE BROKERS PTY LTD ACN 003512972	20509	21/06/2002
SOUTHERN INSURANCE BROKERS PTY LTD ACN 069403907	30554	28/06/2001
SOUTHPOINT INSURANCE BROKERS PL ACN 092927501	20934	28/06/2002
UNION SHOPPER INCORPORATED ACN 077654481	40279	13/03/2002
WICKS, FRANCIS-ANNE	40284	02/06/2002
WICKS, PHILLIP JOHN	40283	02/06/2002

02/0782

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

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



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

SCHEDULE

Broker Name	Ref.	Effective Date
AFP - O'DRISCOLL PTY LTD ACN 050510382	90129	06/11/2000
AFP - O'DRISCOLL PTY LTD ACN 050510382	90129	06/11/2001
BENDIGO INVESTMENT SERVICES LTD ACN 087585073	90301	29/06/2002
CAPITAL PARTNERS CONSULTING PTY LTD ACN 086670788	90296	24/05/2002
CLARSEN & ASSOCIATES PTY LTD ACN 068318507	90431	17/05/2002
GANNON GROWDEN SCHONELL & ASSOCIATES PTY LTD ACN 009278700	90164	29/06/2002
INSCORP FINANCIAL SERVICES PTY LTD ACN 088484379	90366	16/08/2001
PACIFIC GENERAL SECURITIES LIMITED ACN 002522205	90360	18/06/2002
PETER VICKERS INSURANCE BROKERS PTY LTD ACN 074294081	90214	27/06/2002
PRIME TIME FINANCIAL COUNSELLORS PTY LTD ACN 054965267	90233	12/06/2002
ST.GEORGE WEALTH MANAGEMENT PTY LIMITED ACN 006929004	90134	07/06/2002
UNIFIED FINANCIAL SERVICES PTY LTD ACN 066687602	90224	22/05/2002

02/0783

**Australian Securities and Investments Commission
Insurance (Agents and Brokers) Act 1984
Subsection 31D(5)
Renewal of Registration of Foreign Insurance Agent**

Pursuant to section 31D(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, in relation to carrying on a business as a foreign insurance agent with effect from the date specified.



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

SCHEDULE

Broker Name	Ref.	Effective Date
CENTRE SOLUTIONS (AUSTRALIA) PTY LIMITED ACN 081148343	99519	06/03/2002
SOVEREIGN INSURANCE AGENCY PTY LTD ACN 078524633	99517	23/06/2002
WALLACE LIVESTOCK INSURANCE AGENCY PTY LTD ACN 005508501	99501	22/06/2002

02/0784

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

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



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

SCHEDULE

Broker Name	Ref.	Effective Date
MCKINNON, CHRISTENE	40306	06/06/2002
THOMAS INSURANCE BROKERS PTY LTD ACN 007745566	50017	01/07/2002

02 / 0785

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

Pursuant to subsection 655A(1) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person referred to in Schedule A in the case referred to in Schedule B from the provisions of Chapter 6 of the Act set out in Schedule C (but only to the extent set out in that Schedule) on the conditions set out in Schedule D and for so long as they are met.

And pursuant to subsection 655A(1) of the Act, ASIC hereby declares that Chapter 6 of the Act applies to the person referred to in Schedule A in the case referred to in Schedule B as if the following section was inserted immediately after section 646:

"646A If the bidder, in accordance with this Act, sends a bidder's statement which differs from the bidder's statement lodged with ASIC ("revised bidder's statement") to persons who hold securities in the bid class, then for the purposes of the application of this Chapter and Chapter 6B to events that occur after the provision of the revised bidder's statement to ASIC, the bidder's statement is taken to be the revised bidder's statement."

SCHEDULE A

Cabcover Pty Ltd ACN 006 313 622 (**Cabcover**).

SCHEDULE B

The takeover bids by Cabcover for all of the fully paid 'A' Class shares and all of the fully paid 'B' Class shares in E.P.H.S. Limited ACN 004 263 745 (**EPHS**) in respect of which:

- (a) bidder's statements were lodged with ASIC on 29 May 2002 (**original bidder's statements**); and
- (b) revised bidder's statements were provided to ASIC on 8 July 2002 (**replacement bidder's statements**).

02/0785

SCHEDULE C

Item 6 of the table in subsection 633(1) of the Act to the extent that it would require Cabcover to send the original bidder's statements to holders of securities the subject of the bids.

Section 643 of the Act to the extent that it would require Cabcover to lodge supplementary bidder's statements in relation to the information included in the replacement bidder's statements.

SCHEDULE D

- 1 As soon as practicable, Cabcover sends to EPHS a copy of the replacement bidder's statements.
- 2 Cabcover sends:
 - (a) the replacement bidder's statement which relates to the takeover bid by Cabcover for all of the fully paid 'A' Class shares in EPHS to all holders of securities the subject of that bid; and
 - (b) the replacement bidder's statement which relates to the takeover bid by Cabcover for all of the fully paid 'B' Class shares in EPHS to all holders of securities the subject of that bid.
- 3 Cabcover satisfies condition 2 no earlier than 2 days, and no later than 28 days, after the date on which condition 1 is satisfied.

Dated this 9th day of July 2002.

Signed:


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

02/0786

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

TO: Landy DFK Securites Ltd, ACN: 080 919 786 ("the Licensee")
PO Box 968G
Melbourne VIC 3000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 176822 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 11th day of July 2002.

Signed 

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

02/0787

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

TO: Powis Jones & Company Pty Limited, ACN: 002 697 850 ("the Licensee")
PO Box 106
Aspley QLD 4034

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 11764 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 12th day of July 2002.

Signed *B. Jones*

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

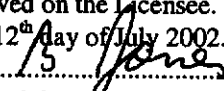
02/0788

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

TO: James Securities Pty. Ltd., ACN: 079 799 750 ("the Licensee")
Level 1
60 Toorak Rd
South Yarra VIC 3141

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 172629 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 12th day of July 2002.

Signed 

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

02/0789

CORPORATIONS ACT 2001
SECTION 340
ORDER

Pursuant to subsection 340(1) of the Corporations Act 2001 (the "Act"), the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") hereby MAKES AN ORDER relieving the company specified in Schedule 1 to this Order ("Company") from compliance with paragraph 323D(2)(b) of the Act for the purpose of changing its financial year beginning on 8 November 2001 (the "Relevant Financial Year"), subject to the conditions set out in Schedule 2 to this Order.

SCHEDULE 1

Harris Scarfe Australia Pty Limited ACN 095 018 803

SCHEDULE 2

- (a) The Relevant Financial Year shall equate to eight months and twenty-three days ending on 31 July 2002.
- (b) The notes to the financial report of the Company for the Relevant Financial Year include a brief statement as to the relief provided by this Order.

Dated the 12th day of July 2002.



Trevor J Shaw

As delegate of the Australian Securities and Investments Commission



ASIC

02/0792

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF PETER MICHAEL TAYLOR
AND PART 7.3 OF THE CORPORATIONS ACT**

**To: PETER MICHAEL TAYLOR
17/6 TRELAWNEY STREET
WOOLLAHRA NSW 2025**

**BANNING ORDER PURSUANT TO SECTIONS 829 OF THE
CORPORATIONS ACT**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS** you for a period of **TWO (2) YEARS** from the date of service of this Banning Order from doing an act as a representative of a dealer or an investment adviser.

Dated this 12th day of July 2002.

Signed: *Gaudi Bartolomeo*

GAUDI BARTOLOMEO

Delegate of the

Australian Securities and Investments Commission.

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

02/0795

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

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission hereby exempts the persons referred to in Schedule A (collectively the "Acquirers") from section 606 of the Act in the case referred to in Schedule B.

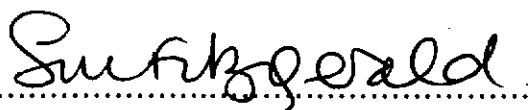
Schedule A

Singapore Power International Pte Limited and its related bodies corporate.

Schedule B

The acquisition of a relevant interest in up to 603,080,831 ordinary shares in PowerTel Limited (ACN 001 760 103) ("PowerTel") by virtue of the acquisition of a relevant interest in 100% of the issued shares of CitiPower Pty (ACN 064 651 056) ("CitiPower") by one or more of the Acquirers.

Dated 15 July 2002

Signed: 
Sarala Miranda Fitzgerald as delegate
of the Australian Securities and Investments Commission

02/0796

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission (ASIC) hereby exempts the persons referred to in Schedule A from Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

Tyco Capital Corporation, a company incorporated in Nevada, USA ("the issuer") and any person acting on its behalf.

SCHEDULE B — CASES EXEMPTED

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

- (a) an offer for issue or sale of options over fully paid shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended (quoted shares); and
- (b) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a);

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

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

SCHEDULE C — FURTHER REQUIREMENTS

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

1. In the case of an offer of options in accordance with paragraph (a) of Schedule B, it must be a condition of the offer that no shares be granted or issued pursuant to the options unless shares in the same class as those issued or granted have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market for a period of 12 months without suspension in trading during that period exceeding in total 2 trading days.

02/0796

2. The offer must be made pursuant to an employee share scheme extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
3. The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
4. The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of

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shares in the same class as the shares offered or subject to the option;
and

- (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
5. In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

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

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

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

SCHEDULE D — CONDITIONS

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

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

Interpretation

For the purposes of this instrument:


1. A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.
2. A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of "voting power" contained in section 610 of the Act).
3. The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
4. An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
5. An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
6. Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:

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

Dated the 16th day of July 2002

Signed:


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

02/0797

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* ("Act"), the Australian Securities and Investments Commission declares that Chapter 6D applies to the persons specified in Schedule A, in the case referred to in Schedule B, as if section 708(5) of the Act was modified by:

1. deleting the period in paragraph (c) and substituting the words "; or"; and
2. inserting the following paragraph immediately after paragraph (c):

"(d) comply with any applicable conditions of ASIC Class Order 00/220 or an individual instrument of relief granted by ASIC to the issuer of the body's securities which provides relief from Part 6D.2 with respect to an employee share scheme, or a like scheme, in terms similar to Class Order 00/220".

SCHEDULE A

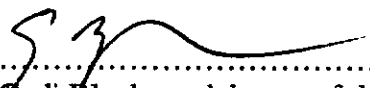
Tyco Capital Corporation, a company incorporated in Nevada, USA ("CIT") and any person acting on its behalf.

SCHEDULE B

An offer for the issue of options over fully paid shares in CIT made pursuant to an employee share scheme.

Dated this 16th day of July 2002

Signed:


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

02/0798

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

TO: Griffin Financial Planning Pty. Limited, ACN: 081 321 431 ("the Licensee")
PO Box 590
Tamworth NSW 2340

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 176446 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of July 2002.

Signed *Bill Jones*

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

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

TO: Trading Room Pty. Limited, ACN: 095 240 681 ("the Licensee")
Level 3 Wharf 7
Pirrama Rd
Pymont NSW 2009

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 206904 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of July 2002.

Signed

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

02/0800

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

TO: John Patrick Bergin ("the Licensee")
PO Box 231
Flinders VIC 3929

Pursuant to paragraph 824(d) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes the Licence Number 12304 with effect from when this order is served on the Licensee.

Dated this 16th day of July 2002.

Signed 

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

02/0801

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

TO: York Funds Management Ltd, ACN: 003 504 489 ("the Licensee")
GPO Box 529
Hobart TAS 7001

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 12020 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of July 2002.

Signed *Bill Jones*

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

0270802

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

TO: Kirkham Management Limited, ACN: 059 265 584 ("the Licensee")
Level 2
88 Pitt St
Sydney NSW 2000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 57960 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of July 2002.

Signed *Bill Jones*

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

Corporations Act 2001
Subsection 164(3)

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

B.M. LIMITED ACN 009 362 350 will change to a proprietary company limited by shares. The new name will be B.M. PTY LIMITED
A C N 009 362 350.

COLONIAL HOLDING COMPANY PTY LIMITED ACN 074 706 782 will change to a public company limited by shares. The new name will be COLONIAL HOLDING COMPANY LIMITED ACN 074 706 782.

GLOBAL NETWORK CORPORATION LIMITED ACN 088 669 112 will change to a proprietary company limited by shares. The new name will be GLOBAL NETWORK CORPORATION PTY LTD ACN 088 669 112.

IGIP LIMITED ACN 079 053 393 will change to a proprietary company limited by shares. The new name will be IGIP PTY LTD ACN 079 053 393.

RED EARTH OLIVES LAND HOLDINGS LTD ACN 087 512 927 will change to a proprietary company limited by shares. The new name will be RED EARTH OLIVES LAND HOLDINGS PTY LTD ACN 087 512 927.

WHITE CATTLE COMPANY LIMITED ACN 053 876 323 will change to a proprietary company limited by shares. The new name will be WHITE CATTLE CO PTY LTD ACN 053 876 323.

BALI TOURISM LTD ACN 086 557 673 will change to a proprietary company limited by shares. The new name will be BALI TOURISM PTY LTD
ACN 086 557 673.

CORPORATE NETWORK LIMITED ACN 079 196 768 will change to a proprietary company limited by shares. The new name will be CORPORATE NETWORK PTY LIMITED ACN 079 196 768.

GREAT SOUTHERN MANAGERS LIMITED ACN 058 213 791 will change to a proprietary company limited by shares. The new name will be GREAT SOUTHERN MANAGERS PTY LIMITED
ACN 058 213 791.

KINVER MINING NL ACN 079 423 886 will change to a proprietary company limited by shares. The new name will be KINVER MINING PTY LTD
ACN 079 423 886.

THE SUNSHINE COAST TELEPHONE COMPANY PTY. LIMITED ACN 090 882 447 will change to a public company limited by shares. The new name will be THE SUNSHINE COAST TELEPHONE COMPANY LIMITED ACN 090 882 447.