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ASIC

Australian Securities &
Investments Commission

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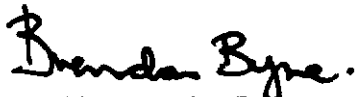
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Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1) — Variation

Q 2 / 0 7 9 0

Under subsection 741(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission hereby varies Class Order [00/221] by omitting from paragraph 5 of Schedule B the date “31 July 2002” and substituting the date “31 July 2003”.

Dated this 12th day of July 2002



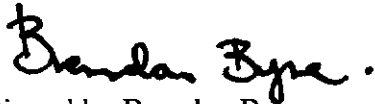
Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 911A(2)(l) — Variation

02/0791

Under paragraph 911A(2)(l) of the *Corporations Act 2001* the Australian Securities and Investments Commission hereby varies Class Order [02/314] by inserting after the words “exempts a person” in the third paragraph the words “, until 31 December 2002,”.

Dated this 12th day of July 2002



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

0 2 / 0 8 0 3

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

Pursuant to paragraph 911A(2)(l) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission hereby specifies that until 11 March 2004 the provision of a financial service is covered by an exemption from the requirement to hold an Australian financial services licence if that financial service is provided in the following circumstances:

- (i) a person (*person 1*) is a person that is not in this jurisdiction;
- (ii) person 1 arranges, on behalf of another person (*person 2*), for the holder of a dealers licence within the meaning of the old Corporations Act or the holder of a futures brokers licence within the meaning of the old Corporations Act (*person 3*) to deal in a financial product that such licence (as in force immediately before the FSR commencement) authorised person 3 to deal in;
- (iii) the dealing by person 3 is within the scope of their regulated activities and occurs within their transition period;
- (iv) person 1 believes on reasonable grounds that person 2 is not in this jurisdiction.

Interpretation

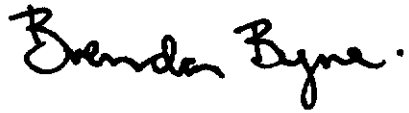
In this instrument:

1. "FSR commencement" and "old Corporations Act" have the same meanings as in subsection 1410(1) of the Act; and
2. "regulated activities" has the same meaning as in section 1430 of the Act; and
3. "transition period" has the same meaning as in subsection 1431(1) of the Act.

Note : In this instrument "this jurisdiction" is intended to mean Australia: see the Act at section 5 and section 9 (definition of "this jurisdiction").

02/0803

Dated the 17th day of July 2002

A handwritten signature in black ink that reads "Brendan Byrne". The signature is written in a cursive style with a period at the end.

Signed by Brendan Byrne

as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission

0 2 / 0 8 2 1

Corporations Act 2001 – Paragraphs 601QA(1)(a) and 601QA(1)(b)

Revocation, Exemption and Declaration

1. Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby revokes the instrument numbered [02/0402] dated 1 March 2002.
2. Pursuant to paragraph 601QA(1)(b) of the Act ASIC hereby declares that Chapter 5C of the Act applies to the person specified in Schedule A in the case of each of the registered managed investment schemes specified in Schedule B as if paragraph 601GA(1)(a) of the Act, as modified by ASIC Class Order [98/52], were further modified as set out in Schedule C.
3. And pursuant to paragraph 601QA(1)(a) of the Act, the Commission hereby exempts the person specified in Schedule A in respect of the registered managed investment schemes specified in Schedule B from compliance with paragraph 601FC(1)(d) of the Act to the extent that it requires the Responsible Entity to treat members of the same class equally where the Responsible Entity is acting in accordance with a provision of the constitution to the effect that if the Responsible Entity of the Scheme, the responsible entity of the Other Scheme and the Stapled Company reasonably consider that it would in the best interests of Stapled Security Holders to exclude certain foreign members and not unfair to those foreign members, the Stapled Group need not offer or issue the Stapled Securities to the foreign members if the Stapled Securities 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.

Schedule A

Macquarie Airports Management Limited ACN 075 295 760

Schedule B

Macquarie Airports Trust (1) ARSN 099 597 921

Macquarie Airports Trust (2) ARSN 099 597 896

Schedule C

02/0821

Immediately after subparagraph 601GA(1)(a)(vii) add a new subparagraph (viii) as follows:

" (viii) where:

- (A) the interests are interests in a Stapled Scheme;
- (B) the interests are 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 are not suspended from quotation;
- (C) the interests are, and may only be issued, transferred or redeemed as, components of Stapled Securities;
- (D) the sum of the prices at which all components of a Stapled Security are issued must be equal to the price at which the Stapled Security may be issued under the constitutions of the Stapled Schemes and the Stapled Company of the Stapled Scheme (the "**combined issue price**");
- (E) the responsible entities of each of the Stapled Schemes and the board of the Stapled Company have agreed on the allocation of the combined issue price as between all the component parts of the Stapled Securities;
- (G) the current disclosure document relevant to the Stapled Securities discloses the effect of this sub-paragraph (viii); and
- (H) the aggregate management fees payable to the responsible entity of the Stapled Scheme or to any of its associates must be no greater than would have been payable had the interests in the Stapled Scheme been issued at a price provided for in its constitution,

then the responsible entity may determine the price at which interests in the Stapled Scheme are issued, but only to the extent of allocating a part of the combined issue price to interests in the Stapled Scheme.

For the purposes of this sub-paragraph (viii):

- **Stapled Company** means Macquarie Airports Holdings (Bermuda) Limited (ACN 099 813 180);
- **Stapled Schemes** means the Macquarie Airports Trust (1) ARSN 099 597 921 and the Macquarie Airports Trust (2) ARSN 099 597 896; and

- **Stapled Security** means a security that may only be traded on the Australian Stock Exchange Limited as one indivisible security and which consists of three component parts being a share in the Stapled Company and a unit in each of the Stapled Schemes."

Dated this 15th day of July 2002

A handwritten signature in black ink, appearing to be 'M Wall', enclosed within a large, loopy circular scribble.

Signed by Michael Wall as delegate of the
Australian Securities and Investments Commission

02/0822

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

1. Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C applies to the person specified in Schedule A in the case specified in Schedule B as if section 601GA(1)(a) (as modified by ASIC Class Order [98/52] and ASIC instrument of Revocation, Exemption and Declaration dated 15 July 2002 signed by Michael Wall) was further modified as set out in Schedule C.
2. Pursuant to paragraph 601QA(1)(a) of the Act, ASIC hereby exempts the person specified in Schedule A in the case specified in Schedule B from paragraph 601FC(1)(d) of the Act on the conditions set out in Schedule D, to the extent that such paragraph requires the responsible entity to treat members of the same class equally in relation to the timing of offers and issues of Stapled Securities under the Pro-Rata Offer.

Schedule A

Macquarie Airports Management Limited ACN 075 295 760 as the responsible entity of each of the Stapled Schemes.

Schedule B

The Placement and the Pro-Rata Offer

Schedule C

1. Immediately after subparagraph 601GA(1)(a)(i) as inserted into the Act by ASIC Class Order [98/52] insert the following new subparagraph:

"(ia) Stapled Securities that include as one of their component parts an interest in the Stapled Scheme may be issued at a consideration determined by the responsible entity of the Stapled Schemes and the Stapled Company where the Stapled 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 and the Stapled Securities are not suspended from quotation, where the issue of Stapled Securities is not to the responsible

entity or any person associated with it (save that the party to whom the issue is made may be an associate of the responsible entity in that associate's capacity as bona fide underwriter or sub-underwriter, if that associate disposes of those Stapled Securities to a party or parties that are not the responsible entity or any of its associates within 90 days after the date of issue), and, in the case where:

[A] the issue (together with any other issue of Stapled Securities up to one year previously, at a consideration determined by the responsible entity of the Stapled Schemes and the Stapled Company, other than an issue approved or ratified by holders of the Stapled Securities (*Stapled Security Holders*) in accordance with subparagraphs (C) to (H) and issues in accordance with other provisions of the constitutions of the Stapled Group) is of Stapled Securities that would, immediately after the issue, comprise more than 10% of either:

- all of the Stapled Securities on issue; or
- the Stapled Securities on issue in the same class as the Stapled Securities comprised in the issue;

or

[B] the amount by which the issue price of the Stapled Securities is less than the current market price for the Stapled Securities (if applicable, of that class) exceeds 10%,

the following requirements are also satisfied:

[C] the Stapled Security Holders approve the issue;

[D] if the Stapled Securities to be issued are in a particular class, Stapled Security Holders in that class approve the issue;

[E] unless the responsible entity of each Stapled Scheme and the board of the Stapled Company reasonably consider that the issue will not adversely affect the interests of Stapled Security Holders in another class, Stapled Security Holders 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 Stapled Security Holders where Stapled Security Holders with at least 25% of the total value of all the Stapled Securities of Stapled Security Holders 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."

2. Immediately after subparagraph 601GA(1)(a)(iii) as inserted into the Act by ASIC Class Order [98/52] insert the following new subparagraph:

"(iia) Stapled Securities that include as one of their component parts an interest in the Stapled Scheme may be issued at a consideration determined by the responsible entity of the Stapled Schemes and the Stapled Company, pursuant to offers made at substantially the same time to only and all the then Stapled Security Holders if:

[A] all the Stapled Securities offered are in the same class;

[B] the issue price of all the Stapled Securities offered is the same;

[C] the amount by which the price of the interests in the Scheme issued as component parts of the Stapled Securities is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution;

[D] the amount of the Stapled Securities offered to each Stapled Security Holder is proportionate to the value of that Stapled Security Holder's interest in the Stapled Group; and

[E] Stapled Securities not taken up by Stapled Security Holders under the offer are not issued to a person who is associated with the responsible entity unless that person disposes of those Stapled Securities to a party or parties that are not the responsible entity or any of its associates, within 90 days after the date of issue,

where if the responsible entity of each Stapled Scheme and the board of the Stapled Company reasonably consider that it would be in the best interests of the Stapled Security Holders to exclude certain Stapled Security Holders that are connected to a place outside this jurisdiction (*foreign members*) and not unfair to those foreign members, the Stapled Group need not offer or issue the Stapled Securities to the foreign members if the Stapled Securities 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."

"Interpretation

For the purposes of subparagraphs (ia) and (iia):

- *Stapled Company* means Macquarie Airports Holdings (Bermuda) Limited (ACN 099 813 180);

- **Stapled Group** means the Stapled Company and each of the Stapled Schemes;
- **Stapled Schemes** means the Macquarie Airports Trust (1) (ARSN 099 597 921) and the Macquarie Airports Trust (2) (ARSN 099 597 896); and
- **Stapled Security** means a security that may only be traded on the Australian Stock Exchange Limited as one indivisible security and which consists of three component parts being a share in the Stapled Company and a unit in each of the Stapled Schemes. "

Schedule D

1. The Institutional Entitlement Offer and the Retail Entitlement Offer occur on the same date.
2. Settlement and allotment of Stapled Securities pursuant to the Institutional Entitlement Offer and the first settlement and allotment of Stapled Securities pursuant to the Retail Entitlement Offer occur on the same date.
3. The Stapled Group offers and issues the Stapled Securities the subject of the Pro-Rata offer substantially in accordance with the timetable for the Pro-Rata Offer annexed to this instrument as Annexure A.

Interpretation

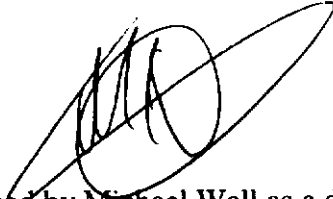
In this instrument:

- **Institutional Entitlement Offer** means the offer to professional investors within the meaning in s. 9 of the Act at the time set out in the timetable annexed to this instrument as Annexure A;
- **Placement** means the placement of Stapled Securities up to a value of \$100 million to be made by the Stapled Group immediately prior to, or at the same time as, the Pro-Rata Offer;
- **Pro-Rata Offer** means the pro-rata entitlement offer of Stapled Securities up to a value of \$700 million to be made by the Stapled Group under a disclosure document dated on or about 17 July 2002;
- **Retail Entitlement Offer** means the offer to those Stapled Securities holders excluded from the Institutional Entitlement Offer;
- **Stapled Group** means the Stapled Company and each of the Stapled Schemes;
- **Stapled Schemes** means the Macquarie Airports Trust (1) (ARSN 099 597 921) and the Macquarie Airports Trust (2) (ARSN 099 597 896); and

02/0822

- **Stapled Security** means a security that may only be traded on the Australian Stock Exchange Limited as one indivisible security and which consists of three component parts being a share in the Stapled Company and a unit in each of the Stapled Schemes.

Dated this 15th day of July 2002

A handwritten signature in black ink, appearing to be 'M Wall', written over a large, light-colored oval shape.

Signed by Michael Wall as a delegate of the
Australian Securities and Investments Commission

02/0822

MACQUARIE AIRPORTS - TIMETABLE RE PROJECT COMO.DOC

Macquarie Airports Annexure A - Timetable

TIMETABLE (NB: ALL DAYS ARE BUSINESS DAYS)

Event	Time	Explanation
Announcement Date and trading halt called (after close of market)	T - 3 business days	
Bookbuild commences (after close of market)	T - 3	
Bookbuild closes	T	
Placement allocations determined	T	
Trading halt ends	T (before market opens)	Assumes a 2 day trading halt
Record date for the Entitlement Offer	T	
Prospectus lodged with ASIC and ASX	T	
Institutional Entitlement Offer	T+6	} Assuming exposure period of 7 days this would be the } earliest date for the institutional offer and retail offer } to be made post expiry of the exposure period. If } exposure period is extended Institutional Offer date } and the Retail Offer date would also be extended }
Retail Entitlement Offer	T+6	
(Prospectus available on web site)		
Dispatch of Prospectus with Entitlement Offer Acceptance Forms	From T+8	
Institutional Entitlement Offer and Institutional Placement settlement and allotment and First allotment of Retail Entitlement securities	T+18	
Trading commences for Institutional Entitlement securities, Placement securities and Retail Entitlement securities allotted under first allotment	T+20	
Retail Entitlement Offer closes	T+28	
Final allotment of Retail Entitlement securities	T+32	
Trading commences for Retail Entitlement securities allotted under final allotment commence trading	T+35	

02/0823

Australian Securities and Investments Commission
Corporations Act 2001 - Subsections 601QA(1) and 741(1) - Exemption and 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 (as modified in its application to the person specified in Schedule A (the "**responsible entity**") by ASIC Class Order 98/52) applies to that person as if paragraph 601GA(1)(a) was amended as set out in Schedule B.

AND pursuant to paragraph 601QA(1)(a) of the Act the Commission hereby exempts the responsibility entity from paragraph 601FC(1)(d) to the extent that it requires that entity to treat members of the same class equally where that entity is acting in accordance with provisions of the constitution to the effect set out in Schedule B.

AND pursuant to paragraph 741(1)(a) of the Act the Commission hereby exempts the responsibility entity, in the case referred to in Schedule C, from Parts 6D.2 and 6D.3 (other than sections 736 and 738) (to the extent to which they apply in accordance with paragraph 10.2.51(b) of the Corporation Regulations 2001).

SCHEDULE A

ING Management Limited (ABN 15 006 065 032) as the responsible entity of the ING Industrial Fund (ARSN 089 038 175) ("**scheme**").

SCHEDULE B

The following words were added at the end of paragraph 601GA(1)(a):

- "(viii) 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 where:
- (A) the interests are in a class which is quoted on the stock market of Australian Stock Exchange Limited (the "**class**") (however the interests may have different distribution rights to the interests in that class for the distribution period in which the interests are issued) and interests in that class have not been suspended from quotation; and
 - (B) the offers are made pursuant to an arrangement under which:
 - (I) an offer is made to each person whose address (as recorded in the register of members for the scheme) is in a jurisdiction in which the responsible entity reasonably considers it is lawful and practical for that entity to offer and issue interests to that person;
 - (II) each offer is made on the same terms and conditions and on a non-renounceable basis;
 - (III) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer of the date of the issue but is not less than 90% of that market price; and
 - (IV) a person may not subscribe more than \$3000 in any consecutive 12 month period."

SCHEDULE C

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A written offer for the issue of interests in the scheme ("**offer**") where the following requirements are met at the time that the offer is made.

- (a) The interests are in a class which is quoted on the stock market of Australian Stock Exchange Limited (the "**class**") (however the interests may have different distribution rights to the interests in that class for the distribution period in which the interests are issued) and interests in that class have not been suspended from quotation.
- (b) None of the following provisions have been contravened in relation to the scheme in the previous 12 months:
 - (i) a provision of Chapter 2M;
 - (ii) section 674 or 675;
 - (iii) section 724;
 - (iv) section 728.
- (c) The offer is made pursuant to an arrangement under which:
 - (i) an offer is made to each person who holds interests in that class, and whose address (as recorded in the register of members of the scheme) is in a jurisdiction in which the responsible entity reasonably considers it is lawful and practical for that entity to offer and issue interests to that person;
 - (ii) each offer is made on the same terms and conditions and on a non-renounceable basis;
 - (iii) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer or the date of the issue but is not less than 90% of that market price; and
 - (iv) a person may not subscribe more than \$3000 in any consecutive 12 month period.
- (d) The written offer document contains the following information:
 - (i) the method used to calculate the issue price and the time when this price will be determined;
 - (ii) a statement describing the relationship between the issue price and the market price; and
 - (iii) disclosure of the risk that the market price may change between the date of the offer and the date when interests are issued to a subscriber under the arrangement, and the effect this would have on the price or value of the interests which the subscriber would receive.

Dated 16 July 2002



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

02/0824

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

1. Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) hereby exempts the persons referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.
2. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A in the case referred to in Schedule B on the conditions set out in Schedule C from:
 - (a) sections 992A, 992AA and 1017F of the Act; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by that person in relation to dealing in interests in a managed investment scheme of the kind and offered on the basis referred to in Schedule B.
3. Under paragraphs 992B(1)(a) of the Act ASIC hereby exempts a person (other than a person referred to in Schedule A) in the case of an offer to sell an interest in a managed investment scheme referred to in Schedule B and offered on a basis that appears to comply with Schedule C, from sections 992A and 992AA of the Act.

SCHEDULE A — WHO IS EXEMPT

Any person who operates the scheme specified in Schedule B (scheme) and the following persons (promoters):

- (a) Fawcett Park Pty Ltd ACN 088 974 869; and
- (b) any other person offering an interest in the scheme for issue,

other than a person who is aware that any disclosure statement required to be given to a person under this instrument or any Product Disclosure Statement required to be given to a person under the Act in relation to the scheme, was not given or was given but did not comply with this instrument or the Act as the case may be.

SCHEDULE B — SCHEMES EXEMPTED

Operating a managed investment scheme which involves an owner (investor) of real property (strata unit), in the investor’s discretion, making their strata unit available for use by a person (operator) as part of a serviced apartment complex located at the corner of Cherry and Fawcett Streets, Ballina in the state of New South Wales and comprising land described as Lot 1 on DP 799613, Lot 1 on DP 83441 and Lot 1 on DP 783075 developed in accordance with an approval of a local government organisation that was given to ASIC on 25 June 2002 and in relation to which on 1 March 2000 there was no

person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme, where:

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

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

- 1 The operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- 2 Each promoter that is involved in making an offer of interests in the scheme for issue must:

- (a) not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;
 - (b) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer is made at or before the making of the offer; and
 - (c) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that the disclosure statement is signed and dated by the operator or, if the operator is not knowingly concerned in the offer, by a promoter; and
- 3 The operator must comply with the provisions specified in Schedule E which are included in the agreement referred to in paragraph (g) of Schedule B.

SCHEDULE D — THE DISCLOSURE STATEMENT

- 1 The disclosure statement must:
- (a) describe the main features of the interests in the scheme;
 - (b) set out the main terms and conditions of the offer; and
 - (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format),
- sufficiently to enable a typical investor in those interests to make an informed decision whether to become a member of the scheme, having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.
- 2 The questions are:
- (a) What is being offered?
 - (i) How are the investor's property rights affected by holding an interest in the scheme?
 - (ii) What key rights will investors have in relation to the use of their strata unit by the operator?
 - (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the scheme? How will it be operated?
 - (iv) What are the key terms of any lease, licence or rights that investors are to confer on the operator in relation to the operation of the scheme?
 - (v) Does the operator own or have rights in relation to any property that may adversely affect:

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- (A) how the scheme would operate if the operator were changed; or
 - (B) the amount investors are likely to receive for use of their strata unit if the property ceases to be available (for whatever reason),
and, if so, what are those rights? How could the adverse effect happen?
- (b) What are the risks and returns of the investment?
- (i) How, in general terms, will the operation of the serviced apartment, hotel, motel or resort complex generate returns for investors?
 - (ii) When and how are these returns to be calculated and made available to investors?
 - (iii) Are investors in the scheme guaranteed or promised that they will receive a particular rate of return from the scheme? If so:
 - (A) what are the conditions for receiving the benefits of this guarantee or promise;
 - (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
 - (C) what is the financial position of the person giving the guarantee or promise; and
 - (D) on what basis do investors receive returns once the guarantee or promise expires?
 - (iv) If no particular rate of return is guaranteed or promised:
 - (A) is the operator aiming to achieve a particular return;
 - (B) can investors expect any particular return; or
 - (C) are returns from the scheme uncertain?
 - (v) If returns from the scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the returns what are the main factors that will affect occupancy rates?
 - (vi) Do investors have potential liability to pay moneys in relation to the scheme or their ownership of a strata unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these liabilities? For example, how will any repairs, refurbishment or replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?

- (vii) Is there a suggested minimum period of time that an investor's investment should remain in the scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
- (c) What are the fees, charges, expenses and taxes associated with the scheme?
- (i) What fees, charges, expenses or taxes, if any, may be payable by an investor if they join the scheme?
 - (ii) What fees, charges, expenses or taxes, if any, may be payable by an investor if they withdraw from the scheme?
 - (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the scheme or otherwise borne by investors?
 - (iv) What general kinds of tax are likely to be payable on an investor's returns on investment in the scheme?
- (d) Who is the operator?
- (i) If the operator signs the disclosure statement, who is it and what are its credentials in operating hotels, motels, resorts or serviced apartment complexes (including details of its principal activities and relevant experience)?
 - (ii) If the operator does not sign the disclosure statement, how, and on what basis, will the operator be selected to undertake the operation of the scheme?
 - (iii) If the operator signs the disclosure statement and the operator is to engage a person to operate the complex on its behalf, what credentials will that person have to operate the hotel, motel, resort or serviced apartment complex?
 - (iv) What are the custodial arrangements for holding the money of the scheme including money held for distribution to members and to meet expenses of the scheme?
- (e) When can investments be withdrawn and transferred?
- (i) When and how can an investor withdraw from the scheme?
 - (ii) Can the interest in the scheme be transferred and, if so, in what circumstances? What legal requirements apply?
- (f) What information can be obtained?
- (i) How can the entity signing the disclosure statement be contacted?

- (ii) Is there any particular information available to a prospective or existing investor on request made to that entity? If so, how can that information be obtained?
 - (iii) When and how is the operator to report to an investor in the scheme on the operations of the scheme (including the scheme's performance)?
- 3 The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
- (a) an investment adviser who is either an Australian financial services licensee or an authorised representative of an Australian financial services licensee;
 - (b) a taxation adviser; and
 - (c) a lawyer,
- before making a decision to become a member of the scheme and if the disclosure statement is given to a person that does not own and has not agreed to buy a strata unit to which the scheme relates, also before signing any contract to buy a strata unit on the basis that the person will become a member.

SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. *Transfer of management rights*
- (a) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
 - (b) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
 - (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.
2. *Consent of body corporate to new care-taking arrangements*
- (a) If an operator receives a notice under paragraph 1(b) of this Schedule, the operator must advise all body corporate members of the name of the person to whom the transfer is to be made.

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

3. *Price payable on transfer*

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

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

4. *Voting*

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

- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

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

6. *Assistance*

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

7. *Definitions*

In this Schedule:

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

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

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

Interpretation

In this instrument:

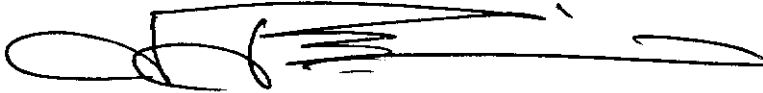
1. “financial services licensee” means:

- (a) a financial services licensee within the meaning of the Act; and
- (b) a person who, on 11 March 2002, was the holder of a dealers licence within the meaning of the old Corporations Act (as defined in subsection 1410(1) of the Act), until the earlier of:

- (i) if ASIC revokes the person's dealers licence - the date of that revocation; or
- (ii) 11 March 2004; and

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

Dated this 25th day of July 2002



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

0 2 / 0 8 2 5

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 hereby declares that section GC(1)(a) of Chapter 5C of the Act applies to the persons specified in Schedule A in relation to the matter specified in Schedule B as if:

The definition of "special resolution" in relation to a registered scheme were modified or varied by it being replaced by the following, "means a resolution by the signing of a document by members who hold at least 75% of the value of the interests of the scheme containing a statement that they are in favour of the resolution set out in the document".

SCHEDULE A: TO WHOM THIS EXEMPTION APPLIES

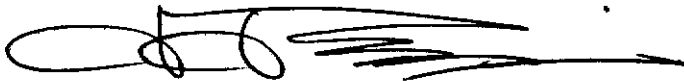
The members and responsible entity of the Suncorp Metway Investment Management Mortgage Backed Trust, ARSN 092 025 959.

SCHEDULE B: TO WHAT RESOLUTION THIS EXEMPTION APPLIES

A resolution of the members of a managed investment scheme where all the members are not entitled to vote only because of section 253E of the Corporations Act 2001 with the effect of amending the Constitution of the scheme to, among other things:

- (a) introduce a GST recovery clause;
- (b) amend the extent of the responsible entity's powers; and
- (c) introduce provisions regarding privacy.

Dated this 25th day of July 2002



Signed by John Joseph Reghenzani
As delegate of the Australian Securities and Investments Commission.

02/0826

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 hereby declares that section GC(1)(a) of Chapter 5C of the Act applies to the persons specified in Schedule A in relation to the matter specified in Schedule B as if:

The definition of "special resolution" in relation to a registered scheme were modified or varied by it being replaced by the following, "means a resolution by the signing of a document by members who hold at least 75% of the value of the interests of the scheme containing a statement that they are in favour of the resolution set out in the document".

SCHEDULE A: TO WHOM THIS EXEMPTION APPLIES

The members and responsible entity of the Suncorp Metway Investment Management Balanced Account Trust, ARSN 092 026 367.

SCHEDULE B: TO WHAT RESOLUTION THIS EXEMPTION APPLIES

A resolution of the members of a managed investment scheme where all the members are not entitled to vote only because of section 253E of the Corporations Act 2001 with the effect of amending the Constitution of the scheme to, among other things:

- (a) introduce a GST recovery clause;
- (b) amend the extent of the responsible entity's powers; and
- (c) introduce provisions regarding privacy.

Dated this 25th day of July 2002



Signed by John Joseph Reghenzani
As delegate of the Australian Securities and Investments Commission.

02/0827

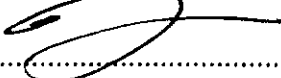
**Australian Securities & Investments Commission
Corporations Law Section 825**

Order Revoking Licence

TO: Sanderson Blair Pty Ltd, ACN: 008 168 063
Level 4
18 North Terrace
ADELAIDE SA 5000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 15206 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 25th day of July 2002.

Signed 

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

02/0828

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

Order Revoking Licence

TO: 008 074 280 Limited: ACN: 008 074 280 (" the Licensee")
1st Floor
50 Grenfell St
ADELAIDE SA 5000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 10773 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 25th day of July 2002.

Signed

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

02/0829

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

Order Revoking Licence

TO: Oakham Investments Pty Ltd, ACN: 010 084 447 ("the Licensee")
549 Robinson Road
ASPLEY QLD 4034

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 10944 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 25th day of July 2002.

Signed

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

02/0833

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

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby revokes the exemption dated 10 April 2002 being instrument number 02/0444, and hereby exempts the persons named in Schedule A in the case referred to in Schedule B from the provisions of Parts 6D.2 and 6D.3 of the Act on condition that:

1. the offer for issue of fully paid securities is made only to:
 - (a) persons who have received a "Partner's Guide to Zero Exercise Price Options" ("Partner's Guide to ZEPOs") or a "PricewaterhouseCoopers Consulting – Australian Partner Information Memorandum" (in substantially the form provided to ASIC on 8 April 2002) ("PIM") or both a PIM and Partners Guide to ZEPOs and at the time of the offer:
 - (i) are partners in the partnership carrying on business under the name of PricewaterhouseCoopers ("PricewaterhouseCoopers"); or
 - (ii) are trustees who will hold the securities on trust for persons who will be admitted as partners to PricewaterhouseCoopers in the period up to and including 1 July 2002; or
 - (iii) are trustees for the estates of persons who have been partners of PricewaterhouseCoopers; or
 - (iv) are determined to be eligible to be offered securities by the Board of Partners of PricewaterhouseCoopers under the guidelines set out in the PIM or the Partner's Guide to ZEPOs, provided they are or have been partners or employees of PricewaterhouseCoopers or its associated firms; or
 - (b) trustees for the persons identified in subparagraphs (a)(i) or (iv) above.

Schedule A

Monday SCA, a partnership limited by shares established in Luxembourg and Monday Ltd, a company incorporated in Bermuda.

Schedule B

An offer for issue of securities in Monday SCA or Monday Ltd as part of the sale of the management and business consulting business of the partnership carrying on business in Australia under the name of PricewaterhouseCoopers, as approved by at least two-thirds of the partners voting on a resolution to effect the sale, and as described in the PIM.

Dated this 24th day of July 2002



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

0 2 / 0 8 3 4

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

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby revokes the exemption dated 10 April 2002 being instrument number 02/0443, and hereby exempts the persons named in Schedule A in the case referred to in Schedule B from the provisions of Parts 6D.2 and 6D.3 of the Act on condition that:

1. the offer for issue of ordinary fully paid shares is made only to:
 - (a) persons who have received a "PricewaterhouseCoopers Consulting – Australian Partner Information Memorandum" (in substantially the form provided to ASIC on 8 April 2002) ("PIM") and at the time of the offer:
 - (i) are partners in the partnership carrying on business under the name of PricewaterhouseCoopers ("PricewaterhouseCoopers"); or
 - (ii) are trustees who will hold the shares on trust for persons who will be admitted as partners to PricewaterhouseCoopers in the period up to and including 1 July 2002; or
 - (iii) are trustees for the estates of persons who have been partners of PricewaterhouseCoopers; or
 - (iv) are determined to be eligible to be offered shares by the Board of Partners of PricewaterhouseCoopers under the guidelines set out in the PIM, provided they are or have been partners or employees of PricewaterhouseCoopers or its associated firms; or
 - (b) trustees for the persons identified in subparagraphs (a)(i) or (iv) above; or
2. the offer for sale of fully paid shares is made by the persons referred to in paragraph 1 of this instrument to Monday SCA (a partnership limited by shares established in Luxembourg), which offer results in the transfer of fully paid shares to a wholly-owned Australian subsidiary of Monday SCA.

Schedule A

Any person who makes an offer for issue or sale of the kind referred to in Schedule B.

Schedule B

An offer for issue or sale of ordinary fully paid shares in Monday Corporation Pty Limited ACN 101 107 760, as part of the sale of the management and business consulting business of the partnership carrying on business in Australia under the name of PricewaterhouseCoopers, as approved by at least two-thirds of the partners voting on a resolution to effect the sale, and as described in the PIM.

Dated this 24th day of July 2002



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

0 2 / 0 8 3 5

**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 person specified in Schedule A from subsection 606(4) of the Act in the case specified in Schedule B subject to the conditions in Schedule C.

Schedule A

Bendigo Bank Limited (ACN 068 049 178) ("Bendigo").

Schedule B

Offers to acquire that number of ordinary shares in IOOF Holdings Limited ACN 100 103 722 ("IOOF Shares") which is equal to 10% of the issued ordinary share capital of IOOF as at the date of the first offer, pursuant to letters to shareholders in IOOF Holdings Limited, the first of which is to be dated on or about 26 July 2002 (the "Offers").

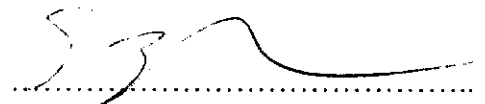
Schedule C

Each Offer contains terms to the effect that:

1. the Offer closes on a specified date which must be within 3 months of the date of the first Offer;
2. the Offer will immediately terminate once valid acceptances in respect of that number of IOOF Shares which is equal to 10% of the issued ordinary share capital of IOOF as at the date of the first offer, have been received by Bendigo.

Dated this 25th day of July 2002

Signed:



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

02/0836

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

CORPORATIONS ACT – SECTION 741 – DECLARATION

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

1. Inserting "at any time during the last 2 years" after "the nature and value of any benefit anyone has given or agreed to give" in 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:
 - (a) replacing "the", where it first occurs, with "any material",
 - (b) inserting "material" before "benefit" where it first occurs, and
 - (c) inserting "at any time during the last 5 years" after "the nature and value of any benefit anyone has given or agreed to give" in the first sentence; and
- (d) Replacing "and (3)" in subsection 711(4) with ", (3) and (3A)".

Schedule A

National Australia Trustee Ltd (ABN 80 007 350 405)

Schedule B

An offer for interests under the At Call Common Fund A1 (ARSN 093 164 722) where the prospectus is dated on or about September 2002.

Dated this 29th day of July 2002



Signed by

Eugene Foo, a delegate of the Australian Securities and Investments Commission

0 2 / 0 8 3 7

Australian Securities and Investments Commission
Corporations Act 2001 - Subsections 655A(1) and 673(1) - Declarations

Pursuant to subsection 655A(1) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies in relation to the persons specified in Schedule A in the case specified in Schedule B as if the following subsection was inserted immediately after subsection 12(5):

"12(6) For the purposes of the application of the associate reference in section 610 in relation to a designated body, a person is not an associate of another person (including the designated body), merely because those persons have entered into an escrow agreement relating to securities of the designated body."

And pursuant to subsection 673(1) of the Act, ASIC declares that Chapter 6C of the Act applies in relation to the persons specified in Schedule A in the case specified in Schedule B as if the following subsection was inserted immediately after subsection 12(6):

"12(7) For the purposes of the application of the associate reference in section 671B or in the definition of *substantial holding* in section 9 in relation to a designated body, a person is not an associate of another person (including the designated body), merely because those persons have entered into an escrow agreement relating to securities of the designated body."

Schedule A

Helm Corporation Limited ACN 004 616 068 ("Helm") and each of the counterparties to an Escrow Deed described in Schedule B ("Counterparties").

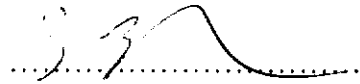
Schedule B

The entry by Helm and any of the Counterparties, into one or more escrow agreements substantially in the form of a draft Escrow Deed annexed to the Share Sale Agreement dated 25 July 2002 between Helm and others ("Agreement") provided to ASIC on 26 July 2002, in accordance with the Agreement.

Dated this 29th day of July 2002.

02 / 08 37

Signed:

A handwritten signature in black ink, appearing to be 'Gadi Bloch', written over a horizontal dotted line.

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

02 / 0838

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT
SUB-SECTION 340(1)
ORDER**

PURSUANT to sub-section 340(1) of the Corporations Act ("Act") the Australian Securities and Investments Commission ("ASIC") **HEREBY MAKES AN ORDER** in respect of the company ("Company") mentioned in Schedule A relieving the Company from:

1. Compliance with the requirements of section 319 of the Act, relating to the lodging with ASIC of the Company's financial report, directors' report and auditor's report for the year ended 31 March 2002 ("The Reports"), until 28 February 2003;
2. Compliance with the requirements of sub-section 315(3) of the Act, relating to the reporting to members for the financial year ended 31 March 2002, until 28 February 2003;

subject to the conditions stated in Schedule B.

Schedule A

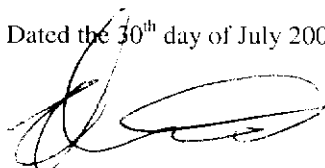
Golden West Refining Corporation Ltd (Subject to Deed of Company Arrangement)
ACN 002 771 066

Schedule B

By 16 August 2002:

- Shareholders of the company are notified by mail and a Disclosure Notice is lodged with ASIC in accordance with section 675 of the Act concerning ASIC's approval, providing a summary of the reason for the need for the extensions of time and stating the date to which the extensions have been granted.
- Accounts by a Receiver or Scheme Administrator (Form 508) covering the period from the date of commencement of the Deed of Company Arrangement executed on 29 November 2001 between the Company, Garry John Trevor, Martin Bruce Jones, Christopher Wiggins and Michael Ryan, to 31 May 2002 are provided to shareholders of the Company.
- Accounts by a Receiver or Scheme Administrator (Form 508) are provided to shareholders at intervals not exceeding six months covering the period since the last Form 508.

Dated the 30th day of July 2002



Signed by ALLAN AUSBRUCH
as delegate of the Australian Securities and Investments Commission

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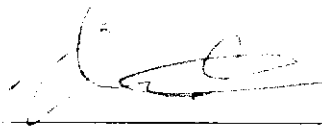
**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT
SUB-SECTION 340(1)
ORDER**

PURSUANT to sub-section 340(1) of the Corporations Act ("Act") the Australian Securities and Investments Commission ("ASIC") **HEREBY MAKES AN ORDER** in respect of the company ("Company") mentioned in the Schedule relieving the Company from compliance with the requirements of section 319 of the Act, relating to the lodging with ASIC of the Company's financial report, directors' report and auditor's report for the year ended 31 December 2001 ("the Reports"), until 31 August 2002.

Schedule A

Air Liquide WA Pty Ltd ACN 008 694 166

Dated the 31st day of July 2002



Signed by ALLAN AUSBRUCH
as delegate of the Australian Securities and Investments Commission

02/0840

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

TO: Australian Investment Management Pty Ltd, ACN: 009 950 065 ("the Licensee")
PO Box 14
Labrador QLD 4215

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 10874 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 31st day of July 2002.

Signed *B. Jones*

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

02/0841

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

TO: K M A Financial Services Pty Ltd, ACN: 082 096 446 ("the Licensee")
PO Box 1154
Loxton SA 5333

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 185682 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 31st day of July 2002.

Signed 

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

02/0842

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

TO: Catalyst Capital Limited, ACN: 077 735 132 ("the Licensee")
Level 15
530 Little Collins St
Melbourne VIC 3000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 169195 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 31st day of July 2002.

Signed

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

01/1698

Australian Securities and Investments Commission
Corporations Law – Paragraphs 655A(1)(b) and 673(1)(b) – Declaration

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

1. a new definition was inserted in section 9 immediately before the definition of "small proprietary company":
"**single entity voting power**" in a body corporate has the meaning given by section 610(1A); and
2. paragraphs 606(1)(c) and 606(2)(b) were modified by inserting "or single entity voting power" after "voting power"; and
3. A new subsection 608(7A) was inserted immediately after subsection 608(7):

608(7A) If a special voting arrangement is in place whereby:

- (i) a body corporate issues a special voting share to a special purpose body corporate (called "the special voting company");
- (ii) the special voting company is obliged to cast the votes attached to the special voting share only so as to mirror the votes cast by shareholders in another body corporate (called "the other body corporate"), except where the vote relates to class rights actions or procedural resolutions,

a person who has a relevant interest in voting shares in the other body corporate is taken to have a relevant interest in voting shares in the body corporate corresponding to the number of votes the special voting company would be obliged to cast at a meeting of the body corporate to reflect (applying the then applicable equalisation ratio as defined in the body corporate's constitution) the votes which may be cast on the shares in the other body corporate in which the person has a relevant interest (and any acquisition by a person of a relevant interest in issued voting shares in the other body corporate is deemed to be an acquisition of a relevant interest in issued voting shares in the body corporate) "; and

4. a new subsection 609(11) was added immediately after subsection 609(10):

609(11) A body corporate (called "the body corporate"), another body corporate (called "the other body corporate"), a special purpose body corporate (called "the special voting company") and a public trustee company which holds all the shares in the special voting company do not have a relevant interest in a special voting share (called "the special voting share") merely because:

- (i) the body corporate issues the special voting share to the special voting company;
- (ii) the special voting company is obliged to cast the votes attached to the special voting share only so as to mirror the votes cast by shareholders in the other body corporate, except where the vote relates to class rights actions or procedural resolutions;
- (iii) disposal of the special voting share is restricted in accordance with a deed entered into between them." and

5. the definition of *person's and associates' votes* in subsection 610(1) was deleted and the following definition inserted in its place:

person's and associates' votes is the total number of votes attached to all the voting shares in the body corporate (if any) that the person or an associate has a relevant interest in, but in the case where a special voting arrangement is in place whereby:

- (i) the body corporate issues a special voting share to a special purpose body corporate (called "the special voting company");
- (ii) the special voting company is obliged to cast the votes attached to the special voting share only so as to mirror the votes cast by shareholders in another body corporate (called "the other body corporate"), except where the vote relates to class rights actions or procedural resolutions;

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then *person's and associates' votes* includes the number of votes attached to voting shares in the body corporate in which the person is taken to have a relevant interest under subsection 608(7A)."; and

6. a new subsection 610(1A) was inserted immediately after subsection 610(1):

"610(1A) A person's *single entity voting power* in a body corporate is:

$$\frac{\text{Person's and associates' votes}}{\text{Total votes in body corporate}} \times 100$$

where:

person's and associates' votes is the total number of votes attached to all voting shares in the body corporate (if any) that a person has a relevant interest in, other than those votes attached to voting shares in the body corporate in which the person is taken to have a relevant interest under subsection 608(7A).

total votes in body corporate is the total number of votes attached to all voting shares in the body corporate other than the votes attached to the special voting share referred to in subsection 610(1)."; and

7. the following was added to the end of item 14 of section 611:

"Where a special voting arrangement is put in place whereby:

- (i) a body corporate (called "the body corporate") issues a special voting share (called "the special voting share") to a special purpose body corporate (called the "special voting company");
- (ii) the special voting company is obliged to cast the votes attached to the special voting share only so as to mirror the votes cast by shareholders in another body corporate (called "the other body corporate"), except where the vote relates to class rights actions or procedural resolutions,

then any acquisition of a relevant interest in shares in the body corporate that results from the acquisition of a relevant interest in shares in the other body corporate is not an exempt acquisition under this item."

Pursuant to paragraph 673(1)(b) of the Law ASIC declares that Chapter 6C of the Law applies to the persons specified in Schedule A in the case specified in Schedule B, as if:

8. a new definition was inserted in section 9 immediately before the definition of "small proprietary company":

"**single entity substantial holding**: A person has a single entity substantial holding in a body corporate if:

- (a) the total votes attached to voting shares in the body in which they or their associates:
 - (i) have relevant interests other than those votes attached to voting shares in the body in which the person is taken to have a relevant interest under subsection 608(7A); and
 - (ii) would have a relevant interest (other than those votes attached to voting shares in the body in which the person is taken to have a relevant interest under subsection 608(7A)) but for subsection 609(6) (exchange traded options) or 609(7) (conditional agreements)

is 5% or more of the total number of votes attached to voting shares in the body corporate other than votes attached to the special voting share referred to in subsection 610(1); or

- (b) the person has made a takeover bid for voting shares in the body and the takeover period has started and not yet ended;" and

9. the definition of "substantial holding" in section 9 was modified by inserting immediately before the words "is 5%":

",when aggregated with the number of votes included in the *person's and associates' votes* as a result of the operation of subsection 671B(2)"; and

10. subsection 671B(1) was modified by:

- (i) inserting immediately after "substantial holding" where the words appear the words "or single entity substantial holding"; and

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(ii) substituting for the words "their holding" the words "their substantial holding or their single entity substantial holding"; and

11. the definition of *person's and associates' votes* in subsection 671B(2) was deleted and the following definition inserted in its place:

"person's and associates' votes is the total number of votes attached to all the voting shares in the body corporate (if any) that the person or an associate has a relevant interest in, but in the case where a special voting arrangement is in place whereby:

(i) the body corporate issues a special voting share to a special purpose body corporate (called "the special voting company");

(ii) the special voting company is obliged to cast the votes attached to the special voting share only so as to mirror the votes cast by shareholders in another body corporate (called "the other body corporate"), except where the vote relates to class rights actions or procedural resolutions;

then *person's and associates' votes* includes the number of votes attached to the voting shares in the body corporate in which the person is taken to have a relevant interest under subsection 608(7A)."; and

12. a new subsection 671B(2A) was inserted immediately after subsection 671B(2):

"671B(2A) For the purposes of this section, there is a *movement of at least 1%* in a person's single entity substantial holding if the percentage worked out using the following formula increases or decreases by 1 or more percentage points from the percentage they last disclosed under this Part in relation to the company:

$$\frac{\text{Person's and associates' votes}}{\text{Total votes in body corporate}} \times 100$$

where:

person's and associates' votes is the total number of votes attached to all voting shares in the body corporate (if any) that a person has a relevant interest in, other than those votes attached to the voting shares in the body corporate in which the person is taken to have a relevant interest under subsection 608(7A).

total votes in body corporate is the total number of votes attached to all voting shares in the body corporate other than the votes attached to the special voting share referred to in subsection 671B(2)."

SCHEDULE A

BHP Limited ACN 004 028 077 ("BHP").

BHP SVC Pty Limited ACN 096 515 570.

Billiton plc registered number 3196209 (Billiton").

Law Debenture Trust Corporation plc.

The shareholders in BHP and Billiton from time to time.

SCHEDULE B

The dual listed companies structure arising from the merger of BHP and Billiton described in an Explanatory Memorandum issued by BHP on 12 April 2001 and approved by a general meeting of shareholders of BHP on 18 May 2001.

Dated this 7th day of June 2001.

Signed by: 
Kathleen Cuneo, as a delegate of ASIC.

Explanatory notes

1. The modifications in paragraphs 1 to 7 of this instrument reinforce enforcement provisions in the constitutions of the dual listed entities BHP and Billiton, by prohibiting under the Corporations Law a person from acquiring a relevant interest in issued voting shares in:

- (i) either BHP or Billiton, if the person's voting power in the combined entities exceeds 20% of the total votes in the combined entities;
- (ii) BHP, if the person's voting power in BHP exceeds 20% of the total votes in BHP (disregarding any interest in Billiton).

The ratio referred to in paragraph 3 above will initially be 1:1 but may change in the future.

2. The modifications in paragraphs 8 to 12 of this instrument require a person to provide substantial holding information in relation to their voting power in the combined entities and their voting power in BHP alone.
3. There are 3 other related instruments dealing with the following:
 - the ability of a person making an offer for both Billiton and BHP to acquire Billiton shares under a procedure which does not comply with chapter 6;
 - the association test; and
 - permitting the constitution of BHP to contain provisions allowing directors to take certain actions to enforce constitutional limits on the acquisition of shares in BHP.

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.

ASTRO BOW RIVER MINES LIMITED

ACN 006 285 203 will change to a proprietary company limited by shares. The new name will be ASTRO BOW RIVER MINES PTY LTD ACN 006 285 203.

DOME RESOURCES N L ACN 002 752 641 will change to a proprietary company limited by shares. The new name will be DOME RESOURCES PTY LTD ACN 002 752 641.

EBET ONLINE LIMITED ACN 075 457 626 will change to a proprietary company limited by shares. The new name will be EBET ONLINE PTY LIMITED ACN 075 457 626.

GREENSTONE RESOURCES NL

ACN 068 647 610 will change to a public company limited by shares. The new name will be RED 5 LIMITED ACN 068 647 610.

INTERNATIONAL UNITY INSURANCE CO. LIMITED

ACN 085 026 348 will change to a proprietary company limited by shares. The new name will be INTERNATIONAL UNITY INSURANCE PTY LTD ACN 085 026 348.

MONEYTEC INVESTMENT MANAGEMENT LIMITED

ACN 003 573 555 will change to a proprietary company limited by shares. The new name will be A.C.N. 003 573 555 PTY LTD ACN 003 573 555.

WESTPOINT CAPITAL LIMITED

ACN 098 779 778 will change to a proprietary company limited by shares. The new name will be WESTPOINT CAPITAL PTY LTD ACN 098 779 778.

CENTURY CAPITAL CORPORATION LIMITED ACN

052 436 496 will change to a proprietary company limited by shares. The new name will be CENTURY CAPITAL CORPORATION PTY LIMITED ACN 052 436 496.

EBET GAMING SYSTEMS LIMITED

ACN 086 218 831 will change to a proprietary company limited by shares. The new name will be EBET GAMING SYSTEMS PTY LIMITED ACN 086 218 831.

GOGALLOP LIMITED ACN 094 279 900 will change to a proprietary company limited by shares. The new name will be GOGALLOP PTY LTD ACN 094 279 900.

HEALTH MINDERS LIMITED

ACN 002 202 913 will change to a proprietary company limited by shares. The new name will be HEALTH MINDERS PTY LIMITED ACN 002 202 913.

JGG LIMITED ACN 096 477 093 will change to a proprietary company limited by shares. The new name will be JGG PTY LTD ACN 096 477 093.

QUALITY ASSURANCE SERVICES PTY LIMITED

ACN 050 611 642 will change to a public company limited by shares. The new name will be SAI GLOBAL LIMITED ACN 050 611 642.