



Commonwealth of Australia



**ASIC**

Australian Securities &  
Investments Commission

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# ASIC Gazette

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### Change of company status

#### RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the Corporations Act and the other legislation administered by ASIC may have rights of review. ASIC has published **Practice Note 57 [PN57] Notification of rights of review** and Information Sheet [INFO 1100] **ASIC decisions – your rights** to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at [www.asic.gov.au](http://www.asic.gov.au) or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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06/0704

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraph 283GA(1)(a), subsection 341(1) and  
paragraphs 601QA(1)(a) and (b), 741(1)(a), 911A(2)(l), 926A(2)(a), 951B(1)(a) and  
(c), 992B(1)(a) and 1020F(1)(a) and (c) — Variation**

**Enabling legislation**

1. The Australian Securities and Investments Commission makes this instrument under paragraph 283GA(1)(a), subsection 341(1) and paragraphs 601QA(1)(a), 741(1)(a), 911A(2)(l), 926A(2)(a), 951B(1)(a) and (c), 992B(1)(a) and 1020F(1)(a) and (c) of the *Corporations Act 2001*.

**Title**

2. This instrument is ASIC Class Order [CO 06/704].

**Commencement**

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

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

**Variation**

4. ASIC Class Order [CO 05/1270] is varied by:
  - (a) in the heading omitting “**Subsection 341(1) and paragraphs 601QA(1)(b), 911A(2)(l), 926A(2)(a), 951B(1)(a) and (c) and 1020F(1)(c)**” and substituting “**Paragraph 283GA(1)(a), subsection 341(1) and paragraphs 601QA(1)(a) and (b), 741(1)(a), 911A(2)(l), 926A(2)(a), 951B(1)(a) and (c), 992B(1)(a) and 1020F(1)(a) and (c)**”; and
  - (b) omitting paragraph 1 and substituting:

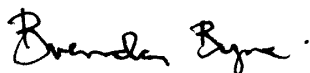
“1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 283GA(1)(a), subsection 341(1) and paragraphs 601QA(1)(a) and (b), 741(1)(a), 911A(2)(l), 926A(2)(a), 951B(1)(a) and (c), 992B(1)(a) and 1020F(1)(a) and (c) of the *Corporations Act 2001*.”; and
  - (c) inserting after paragraph 5:

06/0704

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- “5A. ASIC grants the exemptions and makes the declarations set out in each affected instrument on the terms, and subject to any conditions, set out in the instrument as in force on the last day (the ***last lodgment day***) for lodging the instrument as originally made for registration under Division 3 of Part 4 of the *Legislative Instruments Act 2003*.
- 5B. Paragraph 5A has effect in relation to each affected instrument immediately after the last lodgment day for the instrument.”; and
- (d) in paragraph 6:
- (i) omitting “instrument ***eligible instrument***” and substituting:  
“instrument:  
***eligible instrument***”; and
- (ii) omitting subparagraph (i) and substituting:  
“(i) ASIC Class Order [CO 04/1624];  
***affected instrument*** means each of the following:
- (i) ASIC Class Order [CO 02/239];
- (ii) ASIC Class Order [CO 03/184];
- (iii) ASIC Class Order [CO 04/10].”.

Dated this 24th day of August 2006



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

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

1. The Australian Securities and Investments Commission grants this exemption under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the Act).

**Exemption**

2. Capricorn Mutual Limited ACN 104 601 194 does not have to comply with paragraph 1013D(1)(m) of the Act in relation to information to be disclosed in a Product Disclosure Statement for a miscellaneous financial risk product (the Statement) in accordance with paragraph 1013D(1)(d) of the Act.

**Where the exemption applies**

3. The exemption in paragraph 2 only applies where:
  - (a) the Statement specifies any significant factors that will affect the cost of acquiring the miscellaneous risk product and includes an explanation of the impact of each of those factors on the cost of acquiring the miscellaneous risk product.
  - (b) the Statement includes information about any excess or deductible (however described) that applies in relation to a claim under the miscellaneous risk product.

**Interpretation**

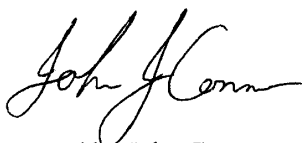
4. In this instrument:

*miscellaneous financial risk product* means a mutual product through which, or through the acquisition of which, a person manages a financial risk but does not include a financial product under section 764A of the Act.

**Commencement**

5. This instrument takes effect on the date of its execution.

Dated this 28th day of August 2006



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

## NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

06/0719

Notice is hereby given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 9 August 2006.

## AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

## IN THE MATTER OF JANE MC ALLAN

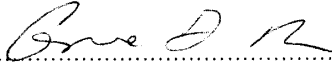
## SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Jane Mc Allan  
88 Laidlaw Street  
Boggabri NSW 2382

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

TAKE NOTICE that pursuant to paragraphs 920A(1)(e) and 920A(1)(f) and section 920B of the Corporations Act 2001 the Australian Securities and Investments Commission hereby prohibits Jane Mc Allan from providing any financial services permanently.

Dated this 1<sup>st</sup> day of August 2006.

Signed:   
Graeme Darcy Plath  
Delegate of the Australian Securities and  
Investments Commission

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

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 5C of the Act applies to Record Funds Management Limited ACN 095 162 931 (*RFML*) in its capacity as responsible entity of Warringah Road Ownership Trust ARSN 121 192 176 (*Scheme*) in the case described in the Schedule as if provisions of Chapter 5C were modified or varied as follows:

1. delete Part 5C.6;
2. in paragraph 601GA(4)(b), delete the words "if the right may be exercised while the scheme is liquid (as defined in section 601KA) —" and replace "; and" with ".";
3. delete paragraph 601GA(4)(c); and
4. in paragraph 601GC(1)(a), delete "special resolution of the members of the scheme" and substitute "each and every member of the scheme providing their written consent to the modification, or repeal and replacement".

**Schedule**

1. All members in the Scheme consent in writing to the terms governing a redemption of interests in the Scheme.
2. There are no members in the Scheme other than:
  - (a) CRC Warringah Road Pty Limited ACN 120 409 921;
  - (b) RFML; and
  - (c) RFML as trustee of Record Realty ARSN 101 833 005.
3. All interests in the Scheme were issued in circumstances that did not require RFML to give a disclosure document or a Product Disclosure Statement under the Act.
4. The terms governing the withdrawal rights for the Scheme are set out in the Scheme's constitution.

Dated this 23rd day of August 2006



Signed by Wen Leung  
as delegate of the Australian Securities and Investments Commission

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

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Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) exempts the person specified in Schedule A from paragraphs 601FC(1)(d) and 601FC(1)(k) of the Act to the extent that they would prevent the person from acting in accordance with the Deed Poll in the case set out in Schedule B.

**Schedule A**

Deutsche Asset Management (Australia) Limited ACN 076 098 596 (“DAMAL”) in its capacity as responsible entity of:

Deutsche Retail Infrastructure Trust ARSN 094 752 806 (“DRIT”) and  
Retail Equity Participation Scheme ARSN 094 993 861 (“REPS”).

**Schedule B**

Where all of the following apply:

- (a) members of DRIT approve a proposal (“the Proposal”) which will result in, among other things, the termination of the Head Leases; and
- (b) the DB Entities do not vote on the Proposal; and
- (c) the explanatory material accompanying the notice of meeting in relation to the Proposal contains a prominent statement to the effect that ASIC expresses no view about the merits of the Proposal but has granted certain exemptions from the Act to DAMAL to facilitate the implementation of the Proposal if it is approved by members of DRIT; and
- (d) the Proposal is not conditional on members of DRIT agreeing to release either DAMAL or Deutsche Bank AG ARBN 064 165 162 from any civil liability under the Act or general law in connection with the promotion, operation, winding up or termination of DRIT; and
- (e) DAMAL reasonably considers that the distribution of income and capital in DRIT in accordance with the Proposal and the Deed Poll will not adversely affect the rights of members of DRIT other than the DB Entities; and
- (f) DAMAL distributes income and capital of DRIT in accordance with the Proposal and the Deed Poll.

**Interpretation****0 6 / 0 7 2 1**

In this instrument:

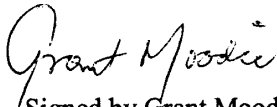
“David Jones” means David Jones Limited ACN 000 074 573 and its subsidiaries.

“DB Entities” means Deutsche Finance Co 1 Pty Limited ACN 052 843 508, Deutsche Finance Co 2 Pty Limited ACN 052 843 713, Deutsche Finance Co 3 Pty Limited ACN 052 843 839 and Deutsche Finance Co 4 Pty Limited ACN 052 843 615.

“Deed Poll” means the deed poll to be entered into by the DB Entities under which each of the DB Entities waives an entitlement to a distribution of a certain amount of capital of DRIT in the course of the winding up and termination of DRIT.

“Head Leases” means leases entered into between David Jones as lessor and DAMAL as lessee and providing for the lease of certain properties located in the central business districts of Sydney and Melbourne.

Dated this 23<sup>rd</sup> day of August 2006



Signed by Grant Moodie

as a delegate of the Australian Securities and Investments Commission



06/0723

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the person specified in Schedule A in the case described in Schedule B as follows:

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

**Schedule A**

Centro MCS Manager Ltd ACN 051 908 984 (*Centro*) as the responsible entity of Centro MCS 38 Trust ARSN 119 355 298 (the *Scheme*)

**Schedule B**

Where:

1. the Scheme is not liquid as defined in subsection 601KA(4) of the Act;
2. CPT Manager Ltd ACN 054 494 307 (*CPT*) holds the Foundation Units in the Scheme and requests a withdrawal from the Scheme; and
3. Centro satisfies the withdrawal request, in accordance with the Scheme's constitution, from money that is raised by the issue of interests in the Scheme substantially at the same time as the withdrawal.

**Interpretation**

*Foundation Units* means all of the units issued in the Scheme by Centro to CPT, called "Foundation Units".

Dated this 24<sup>th</sup> day of August 2006

  
Signed by Steven Rice  
as delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

06/0724

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

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** G.S. KING PTY LTD ABN 27 010 021 093 ("the Licensee")  
Suite 25, Argyle Place, Argyle Street, Breakfast Creek Qld 4010

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 243216 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 28 August 2006.

Signed .....

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

Frank Varga, a delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

06/0725

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

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** PROSPERITY PLANNING PTY. LTD. ABN 92 095 520 228 ("the Licensee") 60 Blackwood Street, Townsville Qld 4810

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 236819 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 28 August 2006.

Signed .....

Frank Varga, a delegate of the Australian Securities and Investments Commission

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

Under paragraph 741(1)(a) of the Corporations Act 2001 (the Act), the Australian Securities and Investments Commission (ASIC) exempts the persons mentioned in Schedule A in the case mentioned in Schedule B from subsection 707(3) of the Act.

**Schedule A**

Any person who makes an offer for sale of shares in AGL Energy Limited ACN 115 061 375 (**AGL Energy**) or Alinta Mergeco Limited ACN 119 985 590 (**New Alinta**) of the kind referred to in Schedule B.

**Schedule B**

Offers for sale of shares in AGL Energy or New Alinta within 12 months of their issue where those shares were:

- (i) issued pursuant to a scheme of arrangement under Part 5.1 of the Act between The Australian Gas Light Company ACN 052 167 405 and its members, in relation to which an explanatory statement was lodged with ASIC in or about September 2006; and
- (ii) issued to Goldman Sachs JBWere Pty Limited ACN 006 797 897 (**GSJBW**) or UBS AG, Australia Branch (**UBS**) or their related bodies corporate or affiliates with the purpose of GSJBW and UBS or their related bodies corporate or affiliates selling those shares by way of placement or on-market sale under an arrangement entered into with AGL Energy.

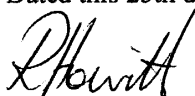
**Interpretation**

In this instrument:

"affiliate" means any person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such person;

"control" (including the terms "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management, policies or activities of a person, whether through the ownership of securities, by contract or agency or otherwise and in the case of GSJBW it includes The Goldman Sachs Group, Inc and its subsidiaries.

Dated this 25th day of August 2006



Signed by Rachel Howitt  
as a delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

06/0727

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

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** BERNARD VINCENT MOSES ABN 32 003 258 080 ("the Licensee")  
77 Beresford Road, Thornleigh NSW 2120

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 238061 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 28 August 2006.

Signed .....

A handwritten signature in black ink, appearing to read "F Varga", written over a dotted line.

Frank Varga, a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission 06/0728  
Corporations Act 2001****Paragraph 655A(1)(a) – Exemption and Paragraph 655A(1)(b) - Declaration**

Pursuant to paragraph 655A(1)(b) of the Act, ASIC declares that Chapter 6 of the Act applies to the person named in Schedule A in the case referred to in Schedule B as if the words in subparagraph 645(2)(a)(ii) of the Act were deleted and replaced with the words: "otherwise – a resolution passed by the AuSelect Bid Committee; or".

**Schedule A**

AuSelect Limited ACN 077 885 208.

**Schedule B**

Supplementary bidder's statements lodged with ASIC by AuSelect in relation to the AuSelect Takeover Bid.

**Interpretation**

**AuSelect** means AuSelect Limited ACN 077 885 208.

**AuSelect Bid Committee** means a committee of the board of AuSelect comprising Mr Robin Widdup and Mr John O'Reilly.

**AuSelect Takeover Bid** means the off-market bid by AuSelect for all of the issued ordinary shares in Sedimentary announced on 14 July 2006.

**Sedimentary** means Sedimentary Holdings Ltd ACN 000 697 183.

Dated: 29 August 2006.



Signed by Hock Peng Lee  
as a delegate of the Australian Securities and Investments Commission

06/0729

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

1. Pursuant to paragraph 655A(1)(b) of the Corporations Act, 2001 (*Act*) the Australian Securities and Investments Commission (*ASIC*) revokes ASIC instrument [06/0728].
2. Pursuant to paragraph 655A(1)(b) of the Act, ASIC declares that Chapter 6 of the Act applies to the person named in Schedule A in the case referred to in Schedule B as if the words in subparagraph 645(2)(a)(ii) of the Act were deleted and replaced with the words "otherwise – a resolution passed by the AuSelect Bid Committee; or".

**Schedule A**

AuSelect Limited ACN 077 885 208 (*AuSelect*)

**Schedule B**

Supplementary bidder's statements lodged with ASIC by AuSelect in relation to the AuSelect Takeover Bid.

**Interpretation**

**AuSelect Bid Committee** means a committee of the board of AuSelect comprising Mr Robin Widdup and Mr John O'Reilly.

**AuSelect Takeover Bid** means the off-market bid by AuSelect for all of the issued ordinary shares in Sedimentary announced on 14 July 2006.

**Sedimentary** means Sedimentary Holdings Ltd ACN 000 697 183.

**Commencement**

This instrument commences on 29 August 2006.

Dated: 29 August 2006



Signed by Hock Peng Lee  
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 992B(1)(a) - Exemption**

Under paragraph 992B(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) exempts Foresight Capital Pty Limited ACN 111 423 440 for the financial year ending on or before 30 June 2006 from section 989B of the Act.

Dated this 28<sup>th</sup> day of August 2006



Signed by Tien Quach  
as delegate of the Australian Securities and Investments Commission





ASIC

Australian Securities & Investments Commission

06/0731

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

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act") and subsections 1454(2) and 1084(6) of the Corporations Law (as continued in force by section 1408 of the Act), the Australian Securities and Investments Commission hereby varies ASIC Instrument [00/2502] dated 30<sup>th</sup> day of June 2000 by deleting "28 February 2006" and substituting "15 December 2006".

Dated this 28<sup>th</sup> day of August 2006

A handwritten signature in cursive script, appearing to read 'J Chandra'.

Signed by Janice Chandra  
as a delegate of the Australian Securities and Investments Commission

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

06/0733

1. Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) revokes the ASIC instrument dated 9 June 2000 signed by Jose Garcia in relation to Macquarie Infrastructure Investment Management Limited ACN 072 609 271 (*MIIML*).
  
2. Under paragraph 601QA(1)(b) of the Act, ASIC declares that Chapter 5C of the Act applies to the person specified in Schedule A in the case set out in Schedule B as if section 601GAA as notionally inserted into the Act by ASIC Class Order [CO 05/26] were modified or varied by inserting after subsection 601GAA(9):
  - “(9A) The responsible entity may set the issue price of interests in the scheme that are components of stapled securities where all of the following apply:
    - (a) the constitution makes provision for the issue price of stapled securities;
    - (b) the constitution provides that the responsible entity may allocate a proportion of the issue price of the stapled securities to the interests;
    - (c) the stapled securities are issued at a price, or in accordance with a formula or method that is to be used to calculate the issue price of the stapled securities, which is set out in the constitution;
    - (d) the responsible entity allocates a proportion of the issue price of the stapled securities to the interests in accordance with the constitution.”.

**Schedule A**

MIIML in its capacity as responsible entity for:

- (a) Macquarie Infrastructure Trust (I) ARSN 092 863 780 (*MITI*); and
- (b) Macquarie Infrastructure Trust (II) ARSN 092 863 548 (*MIT2*).

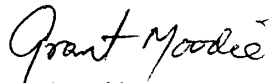
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**Schedule B**

Where under the terms on which a share in Macquarie Infrastructure Bermuda Limited ARBN 112 684 885, an interest in MIT1 and an interest in MIT2 are able to be traded, they must be transferred together.

Dated this 29<sup>th</sup> day of August 2006



Signed by Grant Moodie  
as a delegate of the Australian Securities and Investments Commission

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

**Disclosure relief**

1. Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) exempts:
  - (a) the Issuer from Part 7.9 where it:
    - (i) makes an eligible offer;
    - (ii) offers to arrange for the issue of financial products under an eligible offer;
    - (iii) issues a financial product under an eligible offer,that does not involve a contribution plan, on the conditions set out in the Schedule and for so long as the conditions are met; and
  - (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire financial products under an eligible offer to which paragraph (a) relates, that does not involve a contribution plan, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule have not been met.

**Licensing and hawking relief**

2. Under paragraph 911A(2)(l) ASIC exempts the Issuer who is exempt from Part 7.9 because of the exemption set out in paragraph 1 above (other than because the person made a recommendation to acquire financial products) from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in those exemptions (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
  3. Under paragraph 911A(2)(l) ASIC exempts:
    - (a) an Issuer who is exempt from Part 7.9 because of the exemption set out in paragraph 1; and
    - (b) any associate of the Issuer,from the requirement to hold an Australian financial services licence for the provision of the following financial services:
-

- 2 -

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- (c) dealing in a financial product in connection with an offer covered by this exemption where any acquisition by purchase or disposal of the product by the Issuer or an associate occurs either:
    - (i) through a person who holds an Australian financial services licence authorising the holder to deal in those financial products or a dealers licence issued under the old Corporations Act authorising the holder to deal in securities; or
    - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in those financial products in the relevant place.
4. Under paragraph 992B(1)(a) ASIC exempts a person who is exempt from Part 7.9 because of the exemption set out in paragraph 1 above, from section 992A in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with an eligible offer covered by paragraph 1 of this instrument, on the conditions set out in the Schedule and for so long as the conditions are met.

#### Schedule

The following conditions apply:

1. the person making the offer must:
  - (a) include that offer in an offer document; and
  - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
  - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
2. the Issuer must comply (or, in the case of an Issuer which does not have a registered office in this jurisdiction, cause an associated body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument; and
3. The Issuer must keep at the registered office of an associated body corporate of the Issuer in this jurisdiction and make available to ASIC, upon request, a register of those Participants who received an eligible offer in this jurisdiction and enter in the register:
  - (a) the name and address of each Participant;
  - (b) the extent of the holding of each Participant;

- 3 -

06/0735

- (c) the date at which the name of each Participant was entered in the register; and
  - (d) the date at which any Participant's participation ceased.
4. Except as may be required by the laws of the United States of America, the United Kingdom, Germany, Japan and Italy, the Issuer must not modify or vary the Rules in any material respect which would adversely affect the rights and interests of Participants in the Scheme unless ASIC notifies the Issuer or any person acting for or on behalf of the Issuer in writing that it does not object to the modification or variation.
  5. The Issuer must take all reasonable steps to ensure that the provisions of the Rules are complied with.
  6. The Issuer must take all reasonable steps to ensure that the Scheme at all times complies with the laws of the United Kingdom.

### Interpretation

In this instrument:

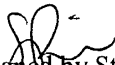
1. except where otherwise stated, references to provisions are to provisions of the Act;
  2. a Scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
  3. "associated body corporate" of an Issuer means:
    - (a) a body corporate that is a related body corporate of the Issuer; or
    - (b) a body corporate that has voting power in the Issuer of not less than 20%; or
    - (c) a body corporate in which the Issuer has voting power of not less than 20%;
  4. "Cash Award" means a contractual right granted to an eligible employee pursuant to the Rules representing the right to receive a cash gratuity payment based on any increase in the Issuer's value over a period of time, on the terms and conditions of the Rules;
  5. "eligible employee" means, in relation to an Issuer, a person who is at the time of an offer under Scheme, a full or part-time employee or director of the Issuer or of an associated body corporate of the Issuer;
  6. "eligible offer" means an offer for the issue of a Cash Award made under the Scheme extended only to eligible employees of the Issuer;
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7. "financial product advice" has the meaning given by section 766B;
8. "general advice" has the meaning given by section 766B;
9. "Issuer" means Sophos Plc, a company incorporated in England and Wales;
10. "offer" has a meaning affected by section 1010C;
11. "offer document" means a document setting out an offer under the Scheme that:
  - (a) includes or is accompanied by a copy, or a summary, of the Rules under which the offer is made; and
  - (b) specifies in respect of Cash Awards, the basis upon which Cash Awards are issued to those eligible employees that accept the offer; and
  - (c) specifies the circumstances in which an eligible employee may receive cash benefits under Cash Awards; and
  - (d) specifies the circumstances in which Cash Awards may be transferred or disposed of;
12. "Participant" means an eligible employee to whom an eligible offer is made and who accepts such an offer;
13. "Rules" means the rules of the Scheme included with or accompanying the offer document; and
14. "Scheme" means the Cash Award Gratuity Scheme.

Dated this 28<sup>th</sup> day of August 2006



Signed by Steven Rice  
as delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 655A(1)(a) – Exemption**

Under paragraph 655A(1)(a) of the Corporations Act 2001 (*Act*) the Australian Securities and Investments Commission (*ASIC*) hereby exempts the person specified in Schedule A from compliance with subsection 619(1) of the Act, in the case specified in Schedule B, insofar as is necessary to permit payment of the consideration by the person specified in Schedule A under the takeover offers to be paid in New Zealand dollars (*NZD*), subject to the conditions specified in Schedule C.

**Schedule A**

Rank Group Australia Pty Ltd ACN 121 366 041 (*Bidder*)

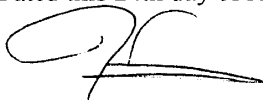
**Schedule B**

Takeover offers under a takeover bid by the Bidder for all the issued ordinary shares (*Shares*) in Burns, Philp & Company Limited ACN 000 000 359 (*Target*) in respect of which a bidder's statement will be lodged with ASIC on or about the date of this instrument (*Offer*).

**Schedule C**

1. A holder of Shares who has an address in New Zealand as its address in the register of members of the Target as at the date specified by the Bidder under subsection 633(2) of the Act (*NZ Shareholder*) who accepts the Offer, will receive the consideration payable to them in respect of their acceptance (*Consideration*) in NZD rather than Australian dollars (*AUD*), as determined in accordance with clause 3 of this Schedule C.
2. A NZ Shareholder will have the right to elect to receive the Consideration in AUD rather than NZD by indicating such a preference on the acceptance form accompanying the Offer. If such an election is made, the NZ Shareholder will receive the Consideration in AUD. If no such election is made, the NZ Shareholder will receive the Consideration in NZD.
3. The amount of Consideration to be paid in NZD will be determined by converting, without charge to the NZ Shareholder, the Consideration payable to the NZ Shareholder who accepts the Offer, from AUD into NZD at the closing AUD/NZD wholesale market spot rate as quoted in *The Australian Financial Review* on the business day before the date on which the Bidder makes the Consideration available to its registry in Australia (Link Market Services Limited) for payment to accepting shareholders.
4. A summary of the effect of this instrument will be included in the bidder's statement and a copy of this instrument will be annexed to the bidder's statement.

Dated this 24th day of August 2006.



Signed by Jerry Pearson, as a delegate of ASIC



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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 5C of the Act applies to Record Funds Management Limited ACN 095 162 931 (*RFML*) in its capacity as responsible entity of Bridge Street Ownership Trust ARSN 121 367 495 (*Scheme*) in the case described in the Schedule as if provisions of Chapter 5C were modified or varied as follows:

1. delete Part 5C.6;
2. in paragraph 601GA(4)(b), delete the words "if the right may be exercised while the scheme is liquid (as defined in section 601KA) —" and replace "; and" with ".";
3. delete paragraph 601GA(4)(c); and
4. in paragraph 601GC(1)(a), delete "special resolution of the members of the scheme" and substitute "each and every member of the scheme providing their written consent to the modification, or repeal and replacement".

**Schedule**

1. All members in the Scheme consent in writing to the terms governing a redemption of interests in the Scheme.
2. There are no members in the Scheme other than:
  - (a) CRC Bridge Street Pty Limited ACN 120 444 984;
  - (b) RFML; and
  - (c) a nominee of RFML.
3. All interests in the Scheme were issued in circumstances that did not require RFML to give a disclosure document or a Product Disclosure Statement under the Act.
4. The terms governing the withdrawal rights for the Scheme are set out in the Scheme's constitution.

Dated this 30<sup>th</sup> day of August 2006



Signed by Wen Leung  
as delegate of the Australian Securities and Investments Commission

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**Australian Securities & 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 ("ASIC") declares that Chapter 6D of the Act applies to the person identified in the Schedule as if:

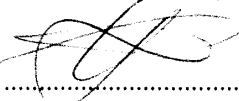
1. subparagraph 708A(6)(d)(i) of the Act were modified or varied by inserting the words "(other than section 319 in relation to a financial year ended in the calendar year 2005)" after the words "Chapter 2M"; and
2. paragraph 708A(5)(b) of the Act were modified or varied by replacing it with the following:  

"(b) trading in that class of securities on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 trading days in that 12 months; and".

**Schedule**

Chrome Corporation Limited ACN 003 207 467

Dated this 31st day of August 2006.

Signed  .....

Stefan Pfeifle, a delegate of the Australian Securities Commission

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

Pursuant to paragraph 911A(2)(l) of the Corporations Act 2001 (the *Act*) the Australian Securities and Investments Commission (*ASIC*) hereby revokes ASIC Instrument [06/0692] in relation to Taxi Services Co-operative Limited ABN 34 505 356 823 signed by Christopher Papas and dated 18 August 2006.

Dated the 1<sup>st</sup> day of September 2006



Signed by Christopher Papas  
As a delegate of the Australian Securities and Investments Commission

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

Pursuant to paragraph 911A(2)(l) of the Corporations Act 2001 (the *Act*) the Australian Securities and Investments Commission (*ASIC*) hereby revokes ASIC Instrument [06/0702] in relation to Northwater Capital Management, Inc., being a body corporate incorporated in the Ontario province of Canada, signed by Christopher Papas and dated 21 August 2006.

Dated the 1<sup>st</sup> day of September 2006



Signed by Christopher Papas  
As a delegate of the Australian Securities and Investments Commission

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

Under paragraph 911A(2)(l) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) exempts the person referred to in Schedule A from the requirement to hold an Australian financial services licence in the case referred to in Schedule B.

**Schedule A**

Northwater Capital Management, Inc. (*Northwater*), being a body corporate incorporated in the Ontario province of Canada, to which all of the following apply:

- (a) Northwater is:
  - (i) a registered broker dealer that is a member of the Securities Investor Protection Corporation established under the Securities Investor Protection Act of 1970 of the US and that:
    - (A) is a member of the NYSE and the NYSE is the body's examining authority; or
    - (B) is a member of NASD and NASD is the body's examining authority; or
  - (ii) a registered broker dealer that is an OTC derivatives dealer within the meaning of Rule 3b-12 promulgated under the Exchange Act who is affiliated within the meaning of that Rule with a registered broker dealer who is a member of the NYSE or NASD; or
  - (iii) a registered investment adviser;
- (aa) Northwater is either:
  - (i) a body corporate incorporated in the Ontario province of Canada; or
  - (ii) a partnership formed in the US or a State of the US;
- (b) Northwater:
  - (i) is registered under Division 2 of Part 5B.2 of the Act; or
  - (ii) has not failed for more than the last 10 business days to have an Agent;
- (c) Northwater's primary business is the provision of financial services;
- (d) neither Northwater nor its Agent has been notified by ASIC that the body is excluded from relying on this instrument;

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- (e) if Northwater becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C:
  - (i) 15 business days have not passed since Northwater became so aware or should reasonably have become so aware without the body providing full particulars of the failure to ASIC (to the extent that Northwater knows those particulars or would have known them if it had undertaken reasonable enquiries); and
  - (ii) 30 business days have not passed from ASIC receiving those particulars from Northwater without ASIC notifying the body that it may continue to rely on this instrument; and
- (f) Northwater has not notified ASIC that it will not rely on this instrument.

#### Schedule B

Where:

1. Northwater provides any of the following financial services (the *financial services*) in this jurisdiction to wholesale clients:
    - (a) providing financial product advice;
    - (b) dealing in a financial product;
    - (c) making a market for a financial product; or
    - (d) providing a custodial or depository service;in respect of any of the following financial products:
    - (e) derivatives;
    - (f) foreign exchange contracts;
    - (g) securities;
    - (h) debentures, stocks or bonds issued by a government; or
    - (i) interests in a managed investment scheme that is not required to be registered under Chapter 5C of the Act; and
  2. Northwater has provided ASIC with:
    - (a) evidence that paragraph (a) of Schedule A is satisfied that ASIC has stated in writing is adequate;
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- (b) a notice that it will provide financial services in this jurisdiction in reliance on this instrument;
- (c) a deed of the body for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that the body may have ceased to rely, or never have relied, on this instrument, which deed provides that:
  - (i) the deed is irrevocable except with the prior written consent of ASIC;
  - (ii) Northwater submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the Australian Securities and Investments Act 2001) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;
  - (iii) Northwater covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services;
  - (iv) if Northwater is not registered under Division 2 of Part 5B.2 of the Act, service of process on the body in relation to legal proceedings conducted by ASIC (including under section 50 of the Australian Securities and Investments Act 2001) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise can be effected by service on the Agent; and
  - (v) Northwater covenants that, on written request of either the SEC or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the SEC to disclose to ASIC and ASIC to disclose to the SEC any information or document that the SEC or ASIC has that relates to Northwater; and
- (d) written consents to the disclosure by the SEC to ASIC and ASIC to the SEC of any information or document that the SEC or ASIC has that relates to Northwater. The consents must be in such form (if any) as ASIC specifies in writing.

#### Schedule C

1. Northwater must provide each of the financial services in this jurisdiction in a manner which would comply, so far as is possible, with the US regulatory requirements if the financial service were provided in the US in like circumstances.
  2. Northwater must:
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- (a) notify ASIC, as soon as practicable and in such form if any as ASIC may from time to time specify in writing, of the details of:
- (i) each significant change to, including the termination of, the registration as a registered broker dealer or a registered investment adviser applying to Northwater relevant to the financial services it provides or intends to provide in this jurisdiction; and
  - (ii) each significant particular exemption or other relief which Northwater obtains from the US regulatory requirements relevant to the financial services it provides or intends to provide in this jurisdiction; and
- (aa) notify ASIC by 31 March and 30 September of each year in such form if any as ASIC may from time to time specify in writing:
- (i) either:
    - (A) of the details of each significant change (a **notifiable regulatory change**) to the US regulatory requirements (including in the power or authority of the SEC to supervise, monitor or procure compliance by Northwater with the US regulatory requirements with respect to the provision of the financial services) in the 6 months (the **notification period**) ending on the 15th day of the month by the end of which the notification is required that is relevant to the financial services it provides or intends to provide in this jurisdiction and is not a change that ASIC has stated in writing is not required to be notified for the purpose of this instrument; or
    - (B) where there have been no notifiable regulatory changes — that there have been no notifiable regulatory changes; and
  - (ii) either:
    - (A) of the details of each enforcement or disciplinary action (a **notifiable regulatory action**) taken by the SEC or any other overseas regulatory authority against Northwater during the notification period; or
    - (B) where there have been no notifiable regulatory actions — that there have been no notifiable regulatory actions; and
- (b) provide written disclosure to all persons to whom the financial services are provided in this jurisdiction (before the financial services are provided) containing prominent statements to the following effect:
- (i) Northwater is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services; and
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- (ii) Northwater is regulated by the SEC under US laws, which differ from Australian laws.

### Interpretation

In this instrument:

*address*, in relation to a company, means the address of the registered office of the company;

*Agent* means a natural person resident in this jurisdiction or a company, whose name and address were last notified to ASIC by Northwater for the purposes of this instrument, and who is authorised to accept on Northwater's behalf, service of process from ASIC and, in relation to proceedings relating to a financial services law, from any person referred to in subsection 659B(1) of the Act;

*custodial or depository service* has the meaning given by section 766E of the Act;

*derivative* has the meaning given by section 761D of the Act;

*examining authority*, in relation to a body, means a self-regulatory organisation to which the body belongs which has not been relieved of responsibility relating to the body under section 17(d)(1)(A) of the Exchange Act in any respect;

*Exchange Act* means the Securities and Exchange Act of 1934 of the US;

*financial product advice* has the meaning given by section 766B of the Act;

*financial services law* has the meaning given by section 761A of the Act;

*foreign exchange contract* has the meaning given by section 761A of the Act;

*making a market* has the meaning given by section 766D of the Act;

*NASD* means the National Association of Securities Dealers;

*notice* and *notified* mean, respectively, written notice and notified in writing;

*NYSE* means the New York Stock Exchange;

*overseas regulatory authority* means a foreign regulatory authority (other than the SEC) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body;

*registered broker dealer* means a broker or dealer registered under section 15(b) of the Exchange Act;

*registered investment adviser* means a body corporate registered under section 203(c) of the Investment Advisers Act of 1940 of the US;

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*SEC* means the Securities and Exchange Commission of the US;

*securities* has the meaning given by section 761A of the Act;

*US* means the United States of America;

*US regulatory requirements* means the rules that apply in relation to the financial services including any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by the SEC; and:

- (a) if the body is covered by subparagraph (a)(i)(A) of Schedule A but not subparagraphs (a)(ii) or (iii) of that Schedule — any applicable rules, policies or other documents of the NYSE; or
- (b) if the body is covered by subparagraph (a)(i)(B) of Schedule A but not subparagraphs (a)(ii) or (iii) of that Schedule — any applicable rules, policies or other documents of NASD; and

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

**Commencement**

This instrument takes effect on gazettal.

Dated this 1<sup>st</sup> day of September 2006



Signed by Chris Papas  
as a delegate of the Australian Securities and Investments Commission



ASIC 06/0747  
Australian Securities & Investments Commission

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 655A(1)(a) – Exemption**

Pursuant to paragraph 655A(1)(a) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) exempts the person specified in Schedule A, in the case specified in Schedule B from subsection 638(5) of the Act on the conditions set out in Schedule C for so long as those conditions are met.

**Schedule A**

Marathon Resources Ltd ACN 107 531 822 (“Marathon”)

**Schedule B**

Where a target's statement to be lodged with ASIC by Marathon on or around 1 September 2006 (the “Target's Statement”) in response to the Buttermere Bidder's Statement contains statements made by Crosby Capital Partners Inc (“Crosby”) in a document lodged with AIM in compliance with the AIM Rules.

**Schedule C**

1. Buttermere remains wholly owned by Crosby.
2. The Target's Statement fairly represents the statements or the Target's Statement includes, or is accompanied by, a correct and fair copy of the document or the part of the document that contains the statements.
3. If the Target's Statement is not accompanied by a copy of the document or part of document that contains the statement:
  - (a) Marathon gives a copy of the document or the part of the document that contains the statement to a holder who asks for it during the bid period free of charge; and
  - (b) the Target's Statement:
    - (i) identifies the document or the part of the document that contains the statement; and
    - (ii) informs holders of their right to obtain a copy of the document (or part) free of charge.

**Interpretation**

**AIM** means the Alternative Investment Market of the London Stock Exchange plc (“LSE”).

**AIM Rules** means the “AIM Rules for Companies” as published by LSE.

**Buttermere Bidder's Statement** means a bidder's statement lodged by Buttermere Australia Pty Limited ACN 120 663 710 (“Buttermere”) with ASIC on 15 August 2006 in relation to an off-market takeover bid for all the ordinary shares in Marathon.

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Dated this 31<sup>st</sup> day of August 2006



Signed by Janice Chandra  
as a delegate of the Australian Securities Investment Commission

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Corporations Act 2001  
Subsection 164(3)

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

**ANDRIC PTY LTD** ACN 003 401 698 will change to a public company limited by shares. The new name will be **TOWER AUSTRALIA GROUP LIMITED** ACN 003 401 698.

**HARPER & PARTNERS PTY** ACN 006 570 565 will change to a proprietary company limited by shares. The new name will be **HARPER & PARTNERS PTY LTD** ACN 006 570 565.

**NORTHSTAR ENERGY PTY LTD** ACN 116 498 401 will change to a public company limited by shares. The new name will be **NORTHSTAR ENERGY LIMITED** ACN 116 498 401.

**PERPETUAL WATER PTY LTD** ACN 105 976 565 will change to a public company limited by shares. The new name will be **PERPETUAL WATER LTD** ACN 105 976 565.

**AUSTRALIAN VINYL CORPORATION LIMITED** ACN 078 558 595 will change to a proprietary company limited by shares. The new name will be **AUSTRALIAN VINYL CORPORATION PTY LTD** ACN 078 558 595.

**MATCH SECURITIES PTY LTD** ACN 098 020 734 will change to a public company limited by shares. The new name will be **MATCH SECURITIES LIMITED** ACN 098 020 734.

**OXLEY PLANTATIONS LIMITED** ACN 113 150 093 will change to a proprietary company limited by shares. The new name will be **OXLEY PLANTATIONS PTY LIMITED** ACN 113 150 093.

**WILSON NATIONAL PTY LTD** ACN 111 078 114 will change to a public company limited by shares. The new name will be **WILSON NATIONAL LIMITED** ACN 111 078 114.