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ASIC

Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

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

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Change of company status

02 / 1443

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

Under paragraph 601QA(1)(a) of the Corporations Act 2001 ("the Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from paragraph 601FC(1)(d) of the Act in the case specified in Schedule B, in relation to the registered managed investment schemes specified in Schedule C, on the conditions set out in Schedule D and for so long as they are met.

Schedule A

State Street Services Limited ACN 087 786 123 (the "responsible entity")

Schedule B

The responsible entity prevents a member from withdrawing from the Scheme who is not a Qualifying Australian Resident (the "arrangement")

Schedule C

streetTRACKS S&P/ASX 200 Listed Property Fund ARSN 099 389 821

Schedule D

1. The disclosure document for the Scheme discloses full particulars of the arrangement, and;
2. Units in the Scheme remain quoted on the Australian Stock Exchange.

Interpretation

For the purposes of this instrument:

Financial Year means:

- (a) for the first financial year of a Scheme, the period from the establishment of the Scheme to the next 30 June;
- (b) for the last financial year of a Scheme, the period from 1 July before the date the Scheme terminates to the date of distribution on winding up of the Scheme; and
- (c) in all other circumstances, the 12 month period ending on 30 June in each year.

Qualifying Australian Resident, at a time, means a member who:

- (a) for the period of the current Financial Year preceding the particular time, is an Australian resident for the purpose of the Tax Act; and
- (b) provides and undertaking to the responsible entity, in a form acceptable to the responsible entity, that for the remainder of the Financial Year the person will continue to be an Australian resident for the purpose of the Tax Act.

Tax Act means the Income Tax Assessment Act 1936 ("1936 Act"), the Income Tax Assessment Act 1997 ("1997 Act") or both the 1936 Act and the 1997 Act, as appropriate.

02/1443

Dated 6 February 2002



Signed by Bryce Wilson
As Delegate of the Australian securities and Investments Commission

03 / 0632

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

Under subsection 655A(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission varies Class Order [CO 00/344] by:

1. in Schedule B:
 - (a) omitting from the introductory words “by a time which is:” and substituting “before.”;
 - (b) omitting “prior to” from paragraph (a); and
 - (c) omitting “within the” from paragraph (b) and substituting “the latest”; and
2. in Schedule D:
 - (a) omitting subparagraph 3(a)(i) and substituting:

“(i) the target agrees in writing, following approval of this agreement in any of the ways a target’s statement must be approved under subsection 639(1); or”; and
 - (b) after paragraph 3 adding:

“4 The bidder dates the replacement bidder’s statement with the day on which it lodges the replacement bidder’s statement.

5 The bidder in the replacement bidder’s statement:

 - (a) explains that the replacement bidder’s statement replaces the original bidder’s statement; and
 - (b) gives the date that the original bidder’s statement was lodged.”.

Dated this 22nd of September 2003



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

03 / 0633

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

Under paragraph 655A(1)(a) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission exempts a bidder from subsection 650D(3) of the Act where the notice of variation of offers under an off-market bid is approved by:

1. for a bidder that is a body corporate:
 - (a) if the consideration offered under the bid is a cash sum only — a resolution passed by the directors of the bidder; or
 - (b) otherwise — a unanimous resolution passed by all the directors of the bidder;
or
2. for a bidder who is an individual — the bidder.

Dated this 22nd day of September 2003



Signed by Stephen Yen, PSM
Australian Securities and Investments Commission

03 / 0634

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) – Declaration**

Under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission declares that Chapters 6 and 6C of the Act apply to all persons as if:


1. section 609 of the Act were modified or varied by adding after subsection (10):

- “(11) A listed company does not have a relevant interest in restricted securities merely because under Chapter 9 of the listing rules of Australian Stock Exchange Limited the company applies restrictions on the disposal of the securities by the holder.
- (12) Australian Stock Exchange Limited does not have a relevant interest in restricted securities merely because under Chapter 9 of its listing rules it has the power to control the exercise of a power to dispose of the securities.
- (13) For the purposes of subsections (11) and (12), *restricted security* has the same meaning as in the listing rules of Australian Stock Exchange Limited.”; and

2. Part 6C.1 of the Act were modified or varied by adding after section 671B:

“671BA For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(11) (company that issues restricted securities).”.

Dated this 22nd day of September 2003



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

03 / 0635

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

Under paragraph 655A(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission exempts bidders and targets from subsections 636(3) and 638(5) of the Act in relation to a bidder's or target's statement that includes or is accompanied by a statement that:

1. fairly represents a statement by an official person; or
2. is a correct and fair copy of, or extract from:
 - (a) a public official document; or
 - (b) a statement that has already been published in a book, journal or comparable publication;

where the statement was not made, or the document was not published, in connection with the takeover bid or the bidder or target or any business, property or person the subject of the bidder's or target's statement.

Dated this 22nd day of September 2003



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

03 / 0636

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 350(1)(b) and 669(1)(b) — Approval and
Declaration**

Under paragraph 669(1)(b) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 6A of the Act applies to all persons in the case set out in the Schedule as if:

1. section 661A of the Act were modified or varied by:

(a) adding at the end of subsection (1):

“If the bidder compulsorily acquires securities in the bid class under this subsection, the bidder may also compulsorily acquire securities (*non-transferable securities*) in a different class where:

- (a) the constitution of the company that issued the non-transferable securities or the terms of issue of the non-transferable securities restrict their transfer; and
- (b) the non-transferable securities would be in the bid class but for the restriction referred to in paragraph (a); and
- (c) if all the non-transferable securities were securities in the bid class, they would not exceed 10% of the securities in the bid class (by number, worked out at the end of the offer period).”;

(b) adding after subsection (4):

“(4A) If the bidder compulsorily acquires non-transferable securities under subsection (1), the bidder:

(a) must acquire all the non-transferable securities:

- (i) which were issued or granted before the end of the offer period; and
- (ii) in which the bidder does not have a relevant interest; and

(b) may elect to acquire any non-transferable securities in which the bidder has a relevant interest (no matter when they were issued or granted).”;

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(c) adding at the end of subsection (5):

“For the avoidance of doubt, this section also has effect despite anything in the terms of issue of the securities to be acquired.”;

2. subsection 661B(1) of the Act were modified or varied by:

(a) omitting from subparagraph (c)(ii) “and” and substituting “or”; and

(b) adding after subparagraph (c)(ii):

“(iii) if the bidder elects to acquire non-transferable securities under subsection 661A(1) — a holder of the non-transferable securities; and”;

3. subsection 661D(1) of the Act were modified or varied by omitting “in the bid class”;

4. subsection 664A(4) of the Act were modified or varied by adding at the end:

“For the avoidance of doubt, this section also has effect despite anything in the terms of issue of the securities to be acquired.”; and

5. subsection 666B(2) of the Act were modified or varied by adding at the end:

“For the avoidance of doubt, if the person acquiring the securities complies with subsection (1), the transfer of the securities to the person is effective notwithstanding any restrictions on transfer of the securities contained in the constitution of the company that issued the securities or the terms of issue of the securities.”.

And for the purposes of paragraphs 350(1)(b) and 661B(1)(a) of the Act, ASIC approves for use by a bidder who elects to compulsorily acquire non-transferable securities under subsection 661A(1) of the Act as notionally modified or varied by this instrument, a form in terms of ASIC Form 6021 modified by omitting paragraph 2 and substituting:

“2. You are, or are entitled to be, registered as the holder of:

(a) securities in respect of which an offer was made, but have not accepted the takeover offer; and/or

(b) securities issued under an employee share scheme to which restrictions on transfer apply, being [insert a description of the class of the non-transferable employee securities].”.

3

03 / 0636

Schedule

The compulsory acquisition of a security issued under a scheme to or for the benefit of employees or non-executive directors of the company that issued the security or of a related body corporate of it in relation to their employment or services.

Dated this 22nd day of September 2003



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

03 / 0637

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 669(1)(b) – Variation**

Under paragraph 669(1)(b) of the *Corporations Act 2001* the Australian Securities and Investments Commission varies Class Order [CO 01/1544] by in paragraph 1 omitting notional subsection 661A(1A) and substituting:

“(1A) For the purposes of the 75% calculation in subparagraph (1)(b)(ii):

- (a) exclude from the number of securities acquired and from the number of securities that the bidder offered to acquire under the bid, securities:
 - (i) in which the bidder or their associate has a relevant interest at the date of the first offer under the bid; or
 - (ii) issued to an associate of the bidder during the offer period; and
- (b) if the securities are convertible securities, exclude from the number of securities that the bidder offered to acquire under the bid convertible securities (other than any securities excluded because of paragraph (a)) where the holder by exercising the rights attached to those securities has:
 - (i) another class of securities issued to them; or
 - (ii) has the securities transformed into securities in another class,in the period from the date set by the bidder under subsection 633(2) to the end of the offer period.”

Dated this 22nd day of September 2003



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



ASIC 03/0802

Australian Securities & Investments Commission

**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 hereby exempts The Goldman Sachs Group, Inc (a corporation organised and existing under the laws of the State of Delaware) and its related bodies corporate ('GS') from the requirement to hold an Australian financial services licence for the provision of the financial services in the case referred to in Schedule A.

Schedule A

Where GS provides financial services to:

- (a) Goldman Sachs JB Were Pty Limited ACN 006 797 897 ('GSJB') and its wholly owned subsidiaries; and
- (b) Goldman Sachs JB Were Group Holdings Pty Limited ACN 006 163 524 ('GSJBH') and its wholly owned subsidiaries,

and the following applies:

- (c) GS has the power to control not less than 50% of the composition of the board of both GSJB and GSJBH; and
- (d) GS holds not less than 45% of the issued share capital of GSJB and GSJBH.

Interpretation

In this instrument:

"financial services" means providing:

- (a) financial product advice as defined in section 766B of the Act;
- (b) dealing in a financial product as defined in section 766C of the Act;
- (c) making a market for a financial product as defined in section 766D of the Act; and
- (d) providing a custodial or depository service as defined in section 766E of the Act.

Dated the 17th day of September 2003

Signed by Sandra Zivcic
as a delegate of the Australian Securities and Investments Commission

0 3 / 0 8 0 6

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

Under paragraph 911A(2)(l) of the *Corporations Act 2001* the Australian Securities and Investments Commission varies Class Order [CO 03/184] by, in the Fourth Exemption:

1. omitting from subparagraph 6(a) “First, Second or Third” and substituting “First or Second”; and
2. omitting subparagraphs 6(c) and 6(d) and substituting:
 - “(c) the provision of a custodial or depositary service in connection with an eligible offer covered by the First or Second Exemption where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (d) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (c); and
 - (e) dealing in a financial product in connection with an eligible offer covered by the First or Second 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 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 financial products in the relevant place; and
 - (f) in the case where paragraph 3 of the Second Exemption applies — dealing in an interest in a managed investment scheme that is exempt from section 601ED because of that paragraph.”.

Commencement

This instrument commences on gazettal.

Dated this 22nd day of September 2003



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

03 / 08 11

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 283GB(1) - Approval**

Pursuant to paragraph 283GB(1)(c) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby grants approval to Forrest Equities Pty Ltd ACN 009 456 339 ("the trustee") to act as trustee for the holders of the convertible note ("holders") issued or proposed to be issued by Crown Diamonds NL ACN 050 541 332 ("the issuer") pursuant to the Crown Diamonds NL convertible note Trust Deed dated 30 May 2003 made between the trustee and the issuer ("the deed").

This approval is granted on condition that the trustee complies with the following conditions.

- 1 The trustee must notify ASIC where it or any of the trustee's employees or agents who are to exercise powers or perform functions under the deed on behalf of the trustee or any of its directors or secretaries or executive officers (together, the "officers") have (whether before or after this approval):
 - (i) been found by a court to have committed an offence that may be punishable (in the case of a natural person) by a fine of more than \$1000 or any term of imprisonment (other than an offence the subject of a spent conviction as defined in the Crimes Act 1914); or
 - (ii) to the knowledge of the trustee engaged in serious misconduct that may reasonably be seen as giving rise to doubts as to their good character and honesty; or
 - (iii) been disqualified from acting as a director of a company or been disqualified, banned or suspended for more than six months from holding a licence under the Act or membership of any professional association.

This condition does not apply in relation to matters the trustee has previously disclosed to ASIC in its application for approval as a trustee, or for the purposes of a condition of approval under paragraph 283AC(1)(f) of the Act. The notification to ASIC must set out the details of the offence, misconduct or disqualification.

- 2 The trustee must notify ASIC of any change resulting in the trustee being required to perform functions not normally required of a trustee in relation to a convertible note trust deed and convertible note of this kind. The trustee must include details of the change and the new functions.
- 3 The trustee must notify ASIC of all changes to the engagement of any of its officers (including changes in the workplace of staff, their function and staff terminations) that may materially adversely affect the trustee's ability to exercise its powers or to perform its functions under the deed ("functions"). In particular the trustee must notify ASIC of any reduction in its staff levels in the location of the principal place of business of the issuer that may materially adversely affect its capacity to perform its functions.
- 4 The trustee must notify ASIC if it appears likely that its net asset position (based on assets and liabilities as would be reported in general purpose financial reports) has fallen more than 5% from that most recently reported to ASIC in connection with its approval as trustee or for the purposes of a condition of approval under subsection 283AC(1)(f) of the Act.

03 / 08 11

- 5 The trustee must notify ASIC if it becomes aware of a contingent liability that:
- (i) would be required to be disclosed in the trustee's statutory accounts prepared as general purpose financial accounts if it was a company; and
 - (ii) if it was an actual liability, would require the trustee to notify ASIC under condition 4 of this approval.
- 6 The trustee must notify ASIC where the trustee has reason to believe that the trustee is not a going concern.
- 7 The trustee must notify ASIC of any breach of the deed, the Act as it applies in relation to the deed, or any of these conditions that:
- (i) may reasonably be considered materially prejudicial to any holder under the deed; or
 - (ii) otherwise, continues for 30 days from the date of the breach.

The trustee must provide details of the breach and action it has taken or proposes to take to remedy the breach.

- 8 The trustee must notify ASIC if it has reason to suspect that any of the following circumstances apply, or apply to a greater extent, except as previously disclosed to ASIC and must make reasonable enquiries from time to time to ascertain if these circumstances have occurred:
- (i) subject to subsection 283AD of the Act, if any of the matters set out in subsection 283AE(2) of the Act occur whether by leave of the Court or not;
 - (ii) the trustee or any of its officers is a director, secretary, executive officer or employee of the issuer or any holding company of the issuer;
 - (iii) the trustee, any holding company of the trustee or any officer of the trustee beneficially holds any shares in the issuer or any holding company of the issuer;
 - (iv) the issuer, any holding company of the issuer or any agent or employee of the issuer who performs functions of the issuer or any director, executive officer or secretary of the issuer beneficially holds any voting shares of the trustee or any holding company of the trustee;
 - (v) the trustee is a related body corporate to the issuer;
 - (vi) the trustee or any officer of the trustee beneficially owes money to, or is beneficially owed money by, the issuer or any holding company of the issuer except moneys owed under a banking facility extended in the normal course of banking business; or
 - (vii) there is any commercial or other relationship, other than as set out in paragraphs (i) to (vi) above, between the trustee, any body corporate related to the trustee, or any officer of the trustee on the one part and the issuer, any body corporate related to the issuer, or any agent or employee of the issuer who performs functions of the issuer or any director, executive officer or secretary of the issuer on the other part that is likely to cause a conflict between the duties of the trustee and the other duties or interests of the trustee or any of its officers.

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- 9 The trustee must maintain management systems and internal controls that give reasonable assurance that the trustee will perform its functions as trustee under the deed, the conditions of this approval and the Act ("compliance system").
- 10 The trustee must ensure an executive director signs a report after the end of each financial year reporting on the adequacy of the trustee's compliance system and including any information ASIC directs from time to time ("compliance report"). The report must be tabled at a meeting of the trustee's board of directors within four months after the end of each financial year of the trustee and a resolution must be passed as to whether the directors consider the compliance system is adequate.
- 11 The trustee must ensure that its auditor states substantially in such form as the ASIC requires whether there is any matter or thing that has come to the auditor's attention to cause the auditor to disagree with the information contained in the compliance report or the resolution recorded by the board of directors. The auditor is not required to do any testing or seek any information to assist in determining if there is reason to disagree apart from that required on a statutory audit of a company other than to read the compliance report and relevant ASIC policy on approval of trustees. The trustee must lodge with ASIC the auditor's statement on the compliance report within five months of the end of its financial year together with a copy of the compliance report.
- 12 The trustee must lodge a copy of the resolution of the board referred to in condition 10 above, certified as true by the secretary if the resolution is other than that the compliance system is adequate or if ASIC so requests.
- 13 The trustee must maintain professional indemnity insurance satisfactory to ASIC in all respects, including that the sum insured for any one claim is not less than the value (including any interest payable) of the convertible note on issue from time to time.
- 14 The trustee must notify ASIC of any material amendment to the terms of its professional indemnity insurance and of any claims made. A material amendment includes an amendment, which reduces the level of the trustee's insurance cover.
- 15 The trustee must notify ASIC of any change in its corporate status.
- 16 The trustee must notify ASIC of any material amendment to the terms of any agreement with any person that the trustee has advised ASIC that it relies upon to demonstrate it has the resources required for this approval by ASIC. An amendment will be taken to be material if it reduces the ability of the trustee to access that resource from a source other than the issuer throughout the duration of the deed.
- 17 The trustee must maintain a drawdown facility (which term includes a bank guarantee, performance bond or line of credit) ("facility") for \$250,000 satisfactory to ASIC in all respects.
- 18 The trustee must notify ASIC of the following:
 - (i) any drawing on the facility;

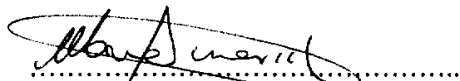
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(ii) any material amendment to the terms of the facility – including an amendment which reduces the amount able to be drawn on the facility by the trustee; and

(iii) the trustee not maintaining the facility for any reason.

19 The trustee must make all notifications required by these conditions promptly and in writing and in any event within seven days of being required to do so. All notifications and lodgements must be addressed to the signatory of this approval or such other person as nominated in writing by the ASIC from time to time.

Dated this 5th day of September 2003



Signed by Milija Cvetinovic
as a delegate of the Australian Securities and Investments Commission

03 / 08 12

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 283GB(1) - Approval**

Pursuant to paragraph 283GB(1)(c) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby grants approval to Forrest Equities Pty Ltd ACN 009 456 339 ("the trustee") to act as trustee for the holders of the debentures ("holders") issued or proposed to be issued by Performance Finance (2002) Limited ACN 103 165 395 ("the issuer") pursuant to the Performance Finance (2002) Limited Debenture Trust Deed dated 26 May 2003 made between the trustee and the issuer ("the deed").

This approval is granted on condition that the trustee complies with the following conditions.

- 1 The trustee must notify ASIC where it or any of the trustee's employees or agents who are to exercise powers or perform functions under the deed on behalf of the trustee or any of its directors or secretaries or executive officers (together, the "officers") have (whether before or after this approval):
 - (i) been found by a court to have committed an offence that may be punishable (in the case of a natural person) by a fine of more than \$1000 or any term of imprisonment (other than an offence the subject of a spent conviction as defined in the Crimes Act 1914); or
 - (ii) to the knowledge of the trustee engaged in serious misconduct that may reasonably be seen as giving rise to doubts as to their good character and honesty; or
 - (iii) been disqualified from acting as a director of a company or been disqualified, banned or suspended for more than six months from holding a licence under the Act or membership of any professional association.

This condition does not apply in relation to matters the trustee has previously disclosed to ASIC in its application for approval as a trustee, or for the purposes of a condition of approval under paragraph 283AC(1)(f) of the Act. The notification to ASIC must set out the details of the offence, misconduct or disqualification.

- 2 The trustee must notify ASIC of any change resulting in the trustee being required to perform functions not normally required of a trustee in relation to a debenture trust deed and debentures of this kind. The trustee must include details of the change and the new functions.
- 3 The trustee must notify ASIC of all changes to the engagement of any of its officers (including changes in the workplace of staff, their function and staff terminations) that may materially adversely affect the trustee's ability to exercise its powers or to perform its functions under the deed ("functions"). In particular the trustee must notify ASIC of any reduction in its staff levels in the location of the principal place of business of the issuer that may materially adversely affect its capacity to perform its functions.
- 4 The trustee must notify ASIC if it appears likely that its net asset position (based on assets and liabilities as would be reported in general purpose financial reports) has fallen more than 5% from that most recently reported to ASIC in connection with its approval as trustee or for the purposes of a condition of approval under subsection 283AC(1)(f) of the Act.

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- 5 The trustee must notify ASIC if it becomes aware of a contingent liability that:
- (i) would be required to be disclosed in the trustee's statutory accounts prepared as general purpose financial accounts if it was a company; and
 - (ii) if it was an actual liability, would require the trustee to notify ASIC under condition 4 of this approval.
- 6 The trustee must notify ASIC where the trustee has reason to believe that the trustee is not a going concern.
- 7 The trustee must notify ASIC of any breach of the deed, the Act as it applies in relation to the deed, or any of these conditions that:
- (i) may reasonably be considered materially prejudicial to any holder under the deed; or
 - (ii) otherwise, continues for 30 days from the date of the breach.

The trustee must provide details of the breach and action it has taken or proposes to take to remedy the breach.

- 8 The trustee must notify ASIC if it has reason to suspect that any of the following circumstances apply, or apply to a greater extent, except as previously disclosed to ASIC and must make reasonable enquiries from time to time to ascertain if these circumstances have occurred:
- (i) subject to subsection 283AD of the Act, if any of the matters set out in subsection 283AE(2) of the Act occur whether by leave of the Court or not;
 - (ii) the trustee or any of its officers is a director, secretary, executive officer or employee of the issuer or any holding company of the issuer;
 - (iii) the trustee, any holding company of the trustee or any officer of the trustee beneficially holds any shares in the issuer or any holding company of the issuer;
 - (iv) the issuer, any holding company of the issuer or any agent or employee of the issuer who performs functions of the issuer or any director, executive officer or secretary of the issuer beneficially holds any voting shares of the trustee or any holding company of the trustee;
 - (v) the trustee is a related body corporate to the issuer;
 - (vi) the trustee or any officer of the trustee beneficially owes money to, or is beneficially owed money by, the issuer or any holding company of the issuer except moneys owed under a banking facility extended in the normal course of banking business; or
 - (vii) there is any commercial or other relationship, other than as set out in paragraphs (i) to (vi) above, between the trustee, any body corporate related to the trustee, or any officer of the trustee on the one part and the issuer, any body corporate related to the issuer, or any agent or employee of the issuer who performs functions of the issuer or any director, executive officer or secretary of the issuer on the other part that is likely to cause a conflict between the duties of the trustee and the other duties or interests of the trustee or any of its officers.

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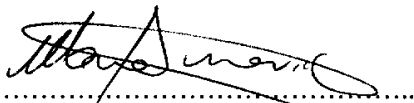
- 9 The trustee must maintain management systems and internal controls that give reasonable assurance that the trustee will perform its functions as trustee under the deed, the conditions of this approval and the Act ("compliance system").
- 10 The trustee must ensure an executive director signs a report after the end of each financial year reporting on the adequacy of the trustee's compliance system and including any information ASIC directs from time to time ("compliance report"). The report must be tabled at a meeting of the trustee's board of directors within four months after the end of each financial year of the trustee and a resolution must be passed as to whether the directors consider the compliance system is adequate.
- 11 The trustee must ensure that its auditor states substantially in such form as the ASIC requires whether there is any matter or thing that has come to the auditor's attention to cause the auditor to disagree with the information contained in the compliance report or the resolution recorded by the board of directors. The auditor is not required to do any testing or seek any information to assist in determining if there is reason to disagree apart from that required on a statutory audit of a company other than to read the compliance report and relevant ASIC policy on approval of trustees. The trustee must lodge with ASIC the auditor's statement on the compliance report within five months of the end of its financial year together with a copy of the compliance report.
- 12 The trustee must lodge a copy of the resolution of the board referred to in condition 10 above, certified as true by the secretary if the resolution is other than that the compliance system is adequate or if ASIC so requests.
- 13 The trustee must maintain professional indemnity insurance satisfactory to ASIC in all respects, including that the sum insured for any one claim is not less than the value (including any interest payable) of the debentures on issue from time to time.
- 14 The trustee must notify ASIC of any material amendment to the terms of its professional indemnity insurance and of any claims made. A material amendment includes an amendment, which reduces the level of the trustee's insurance cover.
- 15 The trustee must notify ASIC of any change in its corporate status.
- 16 The trustee must notify ASIC of any material amendment to the terms of any agreement with any person that the trustee has advised ASIC that it relies upon to demonstrate it has the resources required for this approval by ASIC. An amendment will be taken to be material if it reduces the ability of the trustee to access that resource from a source other than the issuer throughout the duration of the deed.
- 17 The trustee must maintain a drawdown facility (which term includes a bank guarantee, performance bond or line of credit) ("facility") for \$500,000 satisfactory to ASIC in all respects.
- 18 The trustee must notify ASIC of the following:
 - (i) any drawing on the facility;
 - (ii) any material amendment to the terms of the facility – including an amendment which reduces the amount able to be drawn on the facility by the trustee; and

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(iii) the trustee not maintaining the facility for any reason.

- 19 The trustee must make all notifications required by these conditions promptly and in writing and in any event within seven days of being required to do so. All notifications and lodgements must be addressed to the signatory of this approval or such other person as nominated in writing by the ASIC from time to time.

Dated this 7th day of July 2003



Signed by Milija Cvetinovic
as a delegate of the Australian Securities and Investments Commission

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**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001
SUBSECTION 283GB(1)
APPROVAL**

PURSUANT to paragraph 283GB(1)(c) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") HEREBY GRANTS APPROVAL to Professional Funds Management Pty Ltd ACN 064 139 877 ("the Trustee") to act as trustee for the holders ("Noteholders") of convertible notes ("Notes") issued or proposed to be issued by Australian Wine Holdings Limited ACN 076 577 994 ("the Issuer") pursuant to the convertible note trust deed dated 28 August 2003 made between the Issuer, the Trustee and Hayes Knight GTO Pty Ltd ACN 009 101 286 ("the Guarantor") ("the Deed").

This approval is granted on condition that the Trustee complies with the following conditions.

- 1 The Trustee must notify ASIC where it or any of the Trustee's employees or agents who are to exercise powers or perform functions under the Deed on behalf of the Trustee or any of its directors or secretaries or executive officers ("Officers") have (whether before or after the granting of this approval):
 - (i) been found by a court to have committed an offence that may be punishable (in the case of a natural person) by a fine of more than \$1000 or any term of imprisonment (other than an offence the subject of a spent conviction as defined in the Crimes Act 1914); or
 - (ii) to the knowledge of the Trustee engaged in serious misconduct that may reasonably be seen as giving rise to doubts as to their good character and honesty; or
 - (iii) been disqualified from acting as a director of a company or been disqualified, banned or suspended for more than six months from holding a licence under the Act or membership of any professional association.

This condition does not apply in relation to matters the Trustee has previously disclosed to ASIC in its application for approval as a trustee, or for the purposes of a condition of approval under paragraph 283AC(1)(f) of the Act. The notification to ASIC must set out the details of the offence, misconduct or disqualification.

- 2 The Trustee must notify ASIC of any change resulting in the Trustee being required to perform functions not normally required of a trustee in relation to a note trust deed and notes of this kind. The Trustee must include details of the change and the new functions.
- 3 The Trustee must notify ASIC of all changes to the engagement of any of its Officers (including changes in the workplace of staff, their function and staff terminations) that may materially adversely affect the Trustee's ability to exercise its powers or to perform its functions under the Deed ("Functions"). In particular the Trustee must notify ASIC of any reduction in its staff levels

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in the location of the principal place of business of the Issuer that may materially adversely affect its capacity to perform its Functions.

- 4 The Trustee must notify ASIC if it appears likely that its net asset position (based on assets and liabilities as would be reported in general purpose financial reports) has fallen more than 5% from that most recently reported to ASIC in connection with its approval as trustee or for the purposes of a condition of approval under paragraph 283AC(1)(f) of the Act.
- 5 The Trustee must notify ASIC if it becomes aware of a contingent liability that:
 - (i) would be required to be disclosed in the Trustee's statutory accounts prepared as general purpose financial accounts if it was a company; and
 - (ii) if it was an actual liability would require the Trustee to notify ASIC under condition 4 of this approval.
- 6 The Trustee must notify ASIC where the Trustee has reason to believe that the Trustee is not a going concern.
- 7 The Trustee must notify ASIC of any breach of the Deed, the Act as it applies in relation to the Deed, or any of these conditions that:
 - (i) may reasonably be considered materially prejudicial to any Noteholders under the Deed; or
 - (ii) otherwise, continues for 30 days from the date of the breach.

The Trustee must provide details of the breach and action it has taken or proposes to take to remedy the breach.

- 8 The Trustee must notify ASIC if it has reason to suspect that any of the following circumstances apply, or apply to a greater extent, except as previously disclosed to ASIC and must make reasonable enquiries from time to time to ascertain if these circumstances have occurred:
 - (i) subject to section 283AD of the Act, if any of the matters set out in subsection 283AE(2) of the Act occur whether by leave of the Court or not;
 - (ii) the Trustee or any of its Officers is an officer, executive officer or employee of the Issuer or any holding company of the Issuer;
 - (iii) the Trustee, any holding company of the Trustee or any Officer of the Trustee beneficially holds any shares in the Issuer or any holding company of the Issuer;
 - (iv) the Issuer, any holding company of the Issuer or any agent or employee of the Issuer who performs Functions of the Issuer or any director, executive officer or secretary of the Issuer beneficially holds any voting shares of the Trustee or any holding company of the Trustee;

- (v) the Trustee is a related body corporate of the Issuer;
 - (vi) the Trustee or any Officer of the Trustee beneficially owes money to, or is beneficially owed money by, the Issuer or any holding company of the Issuer except moneys owed under a banking facility extended in the normal course of banking business; or
 - (vii) there is any commercial or other relationship, other than as set out in paragraphs (i) to (vi) above, between the Trustee, any body corporate related to the Trustee, or any Officer of the Trustee on the one part and the Issuer, any body corporate related to the Issuer, or any agent or employee of the Issuer who performs functions of the Issuer or any director, executive officer or secretary of the Issuer on the other part that is likely to cause a conflict between the duties of the Trustee and the other duties or interests of the Trustee or any of its Officers.
- 9 The Trustee must maintain management systems and internal controls that give reasonable assurance that the Trustee will perform its Functions as Trustee under the Deed, the conditions of this approval and the Act ("Compliance System").
- 10 The Trustee must ensure an executive director signs a report after the end of each of its financial years reporting on the adequacy of the Trustee's Compliance System and including any information ASIC directs from time to time ("Compliance Report"). The Compliance Report must be tabled at a meeting of the Trustee's board of directors within two months after the end of each financial year and a resolution must be passed as to whether the directors consider the Compliance System is adequate.
- 11 The Trustee must ensure that its auditor states substantially in such form as ASIC requires whether there is any matter or thing that has come to the auditor's attention to cause the auditor to disagree with the information contained in the Compliance Report or the resolution passed by the board of directors. The auditor is not required to do any testing or seek any information to assist in determining if there is reason to disagree apart from that required on a statutory audit of a company other than to read the Compliance Report and relevant ASIC policy on approval of trustees. The Trustee must lodge with ASIC the auditor's statement on the Compliance Report within four months of the end of its financial year together with a copy of the Compliance Report.
- 12 The Trustee must lodge a copy of the resolution of the board referred to in condition 10 above certified as true by the secretary if the resolution is other than that the Compliance System is adequate or if ASIC so requests.
- 13 The Trustee must lodge a copy of its accounts prepared as general purpose financial accounts and complying with the Act, together with a report by a registered company auditor as would be required if it was a public company by Division 3 of Part 2M.3 of the Act and within the period in which it would be required to lodge the copy of the accounts if it was a public company.

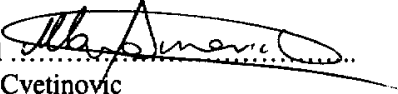
- 14 The Trustee must maintain professional indemnity insurance satisfactory to ASIC in all respects, including that the sum insured for any one claim is not less than the value (including any interest payable) of the Notes on issue from time to time.
- 15 The Trustee must notify ASIC of any material amendment to the terms of its professional indemnity insurance and of any claims made. A material amendment includes an amendment which reduces the level of the Trustee's insurance cover.
- 16 The Trustee must notify ASIC of any change in its corporate status.
- 17 The Trustee must notify ASIC of any material amendment to the terms of any agreement with any person that the Trustee has advised ASIC it relies upon to demonstrate it has the resources required for this approval by ASIC. An amendment will be taken to be material if it reduces the ability of the Trustee to access that resource from a source other than the Issuer throughout the duration of the Deed.
- 18 The Trustee must maintain a drawdown facility (which term includes a bank guarantee, performance bond or line of credit) ("Facility") for at least \$250,000 satisfactory to ASIC in all respects.
- 19 The Trustee must notify ASIC of the following:
 - (i) Any drawing on the Facility.
 - (ii) Any material amendment to the terms of the Facility. A material amendment includes an amendment which reduces the amount able to be drawn on the Facility by the Trustee.
 - (iii) The Trustee not maintaining the Facility for any reason.
20. The Trustee must ensure that the guarantee contained in the Deed continues to meet the following requirements:
 - (i) the guarantee is an enforceable and unqualified guarantee to the Noteholders of the performance by the Trustee of its duties as trustee for the purposes of the Deed;
 - (ii) except as disclosed to ASIC, there is no principle of law or circumstance that may arise (other than by the normal operation of law in the event of insolvency of the Guarantor) that may adversely affect a Noteholder's right to recover from the Guarantor any losses the Noteholder may suffer caused by a failure of the Trustee to perform its obligations as trustee that would be recoverable from the Trustee if the Trustee was solvent; and
 - (iii) the guarantee is irrevocable and remains operative in any circumstance including the Trustee ceasing to be trustee or its approval being revoked.
- 21 The Trustee must ensure that the Guarantor will comply with conditions 4 to 8 inclusive, as if the references to the Trustee therein are references to the Guarantor.

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- 22 The Trustee must make all notifications required by these conditions promptly and in writing and in any event within seven days of the occurrence of the event or circumstance giving rise to the obligation to notify. All notifications and lodgements must be addressed to the signatory of this approval or such other person as nominated in writing by ASIC from time to time.

Dated this 12th day of September 2003.

Signed 
Milija Cvetinovic
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

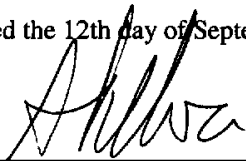
Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission exempts from section 710 of the Act in relation to the prospectus ("Prospectus") described in Schedule A each person referred to in Items 1, 2, 3 and 4 of the table in subsection 729(1) of the Act in relation to an offer of convertible notes pursuant to the Prospectus, on the conversion of which the holder will be issued with continuously quoted securities and options to acquire continuously quoted securities, where the Prospectus:

- 1 is issued in compliance with section 713 of the Act, in relation to the underlying continuously quoted securities and options to acquire continuously quoted securities; and
- 2 sets out the matters mentioned in subsection 713(2) of the Act in relation to the convertible notes.

Schedule A

A prospectus for an offer by Australian Wine Holdings Limited ABN 68 076 577 994 of 4.3 million convertible notes at an issue price of \$1.00 each to raise \$4.3 million to be lodged with ASIC on or about 12 September 2003.

Dated the 12th day of September 2003



Signed by Salvatore Pillera
as delegate of the Australian Securities and Investments Commission

03 / 0815**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1)(a) — Exemption**

Pursuant to Subsection 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Securities Commission ("ASIC") hereby exempts the person specified in Schedule A in the case specified in Schedule B from all of the provisions of Part 6D.2 of the Act (other than section 706 and the first bullet point in paragraph 2 of the table in subsection 710(1) of the Act), subsections 727(2) and 727(3) and section 734.

SCHEDULE A

Training Solutions Plus Limited ARBN 091 938 359 (the "issuer"), a corporation included in the Official List of the New Zealand Stock Exchange, (the "Foreign Exchange") and an associate of the issuer.

SCHEDULE B

A pro-rata renounceable rights issue offer of 1,534,377,611 options ("primary options") for nil consideration to existing holders of ordinary fully paid shares in the issuer, on the basis of 1 option for every 1 ordinary fully paid share held, exercisable into both an ordinary fully paid share in the issuer at an exercise price of \$NZ0.001 and a free attaching option ("secondary option") where each secondary option is exercisable into an ordinary fully paid share in the issuer at an exercise price of \$NZ0.001, such offer to be made not later than 31 December 2003:

- (a) where ordinary fully paid shares in the issuer:
 - (i) have been quoted on the Foreign Exchange throughout the 36 month period preceding the offer or invitation; and
 - (ii) during that 36 month period have not been suspended from trading on that exchange for an aggregate period of more than five trading days;
- (b) in respect of which the terms and conditions of each offer or invitation made to a shareholder whose address, as shown in the register of members, is a place within Australia (an "Australian shareholder") are not less favourable than those extended to each other shareholder to whom an offer or invitation is made;
- (c) in respect of which the aggregate offer price of the primary options offered to Australian shareholders is not more than 10% of the aggregate offer price of all of the primary options offered to shareholders of the issuer;
- (d) in respect of which each Australian shareholder:
 - (i) is provided with an offer or invitation document which states that the document does not constitute a full Australian prospectus; and

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- (ii) is given the same information (or where applicable an English translation of such information) pertaining to the offer or invitation;
- (e) in relation to which the issuer discloses to the Commission, at the time of lodging the offer or invitation document with it, the number of Australian shareholders to whom offers or invitations are being made and, of the primary options the subject of offers or invitations, what percentage are being offered to Australian shareholders; and
- (f) which complies with all legislative and stock exchange requirements in the place of location of the approved foreign exchange, or if more than one, the principal approved foreign exchange, on which the issuer's securities are quoted.

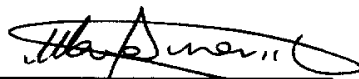
Interpretation

For the purposes of this exemption:

The issuer's offer for subscription of, or invitation to subscribe for the primary options made to its shareholders shall be regarded as pro rata notwithstanding that:

- (a) fractional entitlements are rounded up or down;
- (b) a shareholder whose pro rata entitlement is less than a marketable parcel is offered or invited to make an offer for a marketable parcel of the minimum possible size; or
- (c) an offer or invitation is not made to a shareholder (not being an Australian shareholder) whose address as shown in the register of members is a place outside the jurisdiction of location of the approved foreign exchange, or if more than one, the principal approved foreign exchange, on which the issuer's ordinary fully paid shares are quoted.

Dated this 22nd day of September 2003



Signed by Milija Cvetinovic
as delegate of the Australian Securities and Investments Commission.

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

Pursuant to subsection 741(1)(b) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A and any person acting on its behalf in the case specified in Schedule B as if paragraphs 723(3)(b) and 724(1)(b)(ii) were modified by adding the words 'and 14 days' after the words '3 months' where they appear.

Schedule A

Medec Limited ACN 100 531 191 ("Issuer")

Schedule B

An offer or issue of securities under a disclosure document lodged by the Issuer with ASIC on 27 June 2003.

Dated this 22nd day of September 2003



Signed by Milija Cvetinovic
as a delegate of
the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(c)**

Order Revoking Licence

TO: J.P. Morgan Australia Securities Limited ACN 004 973 415 ("the Licensee")
Level 32 Grosvenor Place
225 George Street
SYDNEY NSW 2000

Under paragraph 825(c) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 15663 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 22nd day of September 2003.

Signed by:


Maria Peticrew

As a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

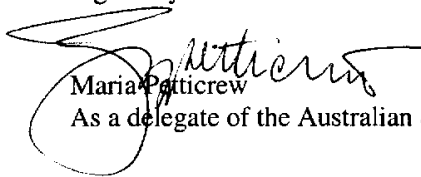
Order Revoking Licence

**TO: Horizon Equity Consulting Pty Ltd, ACN 085 631 349 ("the Licensee")
(formerly Sims Lockwood Corporate Advisory Pty Ltd)
Level 15
461 Bourke Street
MELBOURNE VIC 3000**

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 200144 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 22nd day of September 2003.

Signed by:



Handwritten signature of Maria Patticrew in black ink, featuring a large, stylized initial 'M'.

Maria Patticrew

As a delegate of the Australian Securities and Investments Commission

03 / 08 20

**Australian Securities and Investments Commission -
Corporations Act 2001– Paragraphs 741(1)(a) and 1020F(1)(a) - Exemptions**

1. Under paragraph 741(1)(a) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts Australand Holdings Limited ACN 008 443 696 ("ALZ") in the case referred to in Schedule A from compliance with the provisions of Chapter 6D of the Act.
2. Under paragraph 1020F(1)(a) of the Act, ASIC exempts Australand Property Limited ACN 105 462 137 ("APL") in its capacity as trustee of the Australand Property Trust ("APT") in the case referred to in Schedule A from compliance with the provisions of Part 7.9 of the Act on the condition referred to in Schedule B.

Schedule A

The offer and issue of stapled securities to members (other than ALZ and its subsidiaries) of the Australian Wholesale Property Trust ARSN 099 698 012 ("AWPT") or Australian Wholesale Property Trust No.2 ARSN 101 660 253 ("AWPT2") (collectively "the Schemes") where:

1. prior to the issue of stapled securities a meeting of members of the relevant Scheme approved a resolution to amend the Scheme constitution to insert provisions to enable Scheme members to be issued stapled securities in relation to the cancellation of their interests in the scheme; and
2. at least 21 days prior to the meeting described in paragraph 1 above, a notice of meeting and an explanatory memorandum was sent to the members of the relevant Scheme setting out the terms of the proposed constitutional amendments; and
3. the explanatory memorandum explained the effect of the constitutional amendment resolution, set out all information material to the decision on how to vote on the constitutional amendment resolution and contained all the information required by sections 713, 1013D, 1013H, 1013I, 1013J, 1013K and subsections 1013C(2) to (7) of the Act in connection with ALZ, APT and stapled securities, as the case may be; and
4. the notice of meeting and explanatory memorandum are provided to the Australian Stock Exchange Ltd ("ASX") for release to the market prior to the time that stapled securities issued to members of the Scheme are first quoted on the financial market operated by the ASX.

Schedule B

APT must be registered as a managed investment scheme with APL recorded by ASIC under section 601EB of the Act as the responsible entity of APT prior to the issue of units in APT in the case referred to in Schedule A.

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Interpretation:

For the purposes of this instrument:

"stapled security" means an interest in APT and a share in ALZ which must on the terms on which they are traded only be transferred together.

Dated this 15th day of September 2003



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

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

1. Under subsection 741(1) of the Corporations Act 2001 the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D applies to each person in the class of persons specified in Schedule A in the case specified in paragraph 2 of Schedule B as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

"(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:

- (a) without disclosure to investors under this Part; and
- (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 does not say otherwise.

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

2. And under paragraph 1020F(1)(c) of the Act ASIC declares that Part 7.9 of the Act applies to each person in the class of persons specified in Schedule A in the cases specified in paragraph 1 and 2 of Schedule B as if section 1012C were modified or varied by omitting subsections 1012C(6) and (7) and substituting the following subsections:

"(6) This subsection covers the circumstances in which:

- (a) the offer is made within 12 months after the issue of the financial product;
- (b) the product was issued without a Product Disclosure Statement for the product being prepared;
- (c) the issuer issued the product with the purpose of the person to whom it was issued selling or transferring the product, or granting, issuing or transferring interests in, or options or warrants over, the product.

(7) Unless the contrary is proved, financial products are taken to be issued with the purpose referred to in paragraph 6(c) if any of their products are subsequently sold, or offered for sale, within 12 months after their issue."

03 / 08 21**SCHEDULE A**

Any person who makes an offer of an Interest and a Share for sale.

SCHEDULE B

1. an offer for sale of an Interest and a Share where:
 - (a) the Interest was issued to a shareholder in the Company under a scheme of arrangement pursuant to which shareholders in the Company were asked to vote on a proposal for a pro-rata capital-reduction in the Company and the pro-rata issue of Interests to them, and for the Shares and the Interests to be quoted together on the ASX as Stapled Securities; and
 - (b) the notice and explanatory statement dated on or about 15 September 2003 for the scheme of arrangement were disclosed to the ASX prior to the offer for sale; and
 - (c) the Shares and the Interests are components of a Stapled Security; and
 - (d) the Shares and the Interests are quoted ED securities on the ASX.
 - (e) a combined Product Disclosure Statement and prospectus dated on or about 29 October 2003 in respect of a pro rata non-renounceable entitlement offer of Shares and Interests to holders of Shares has been lodged with ASIC prior to the offer for sale.
2. an offer for sale of an Interest and a Share where:
 - (a) the Interest and the Share were issued as component parts of a Stapled Security to members of AWPT or AWPT2 as a result of meetings of the members of each of AWPT and AWPT2 where members were asked to vote on amendments to constitution of the relevant scheme to give effect to a proposal under which members were to be issued Stapled Securities in consideration for the cancellation of their interests in the relevant scheme; and
 - (b) the notices of meeting and explanatory memoranda provided to members of AWPT or AWPT2 in respect of the meetings were disclosed to the ASX prior to the offer for sale; and
 - (c) the Shares and the Interests are components of a Stapled Security;
 - (d) the Shares and the Interests are quoted ED securities on the ASX; and
 - (e) a combined Product Disclosure Statement and prospectus dated on or about 29 October 2003 in respect of a pro-rata non-renounceable entitlement offer of Shares and Interests to holders of Shares has been lodged with ASIC prior to the offer for sale.

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Interpretation

In this instrument:

"APT" means Australand Property Trust constituted under a trust deed dated 12 September 2003 made by Australand Property Limited as trustee.

"ASX" means the Australian Stock Exchange Limited

"AWPT" means the Australian Wholesale Property Trust ARSN 099 698 012

"AWPT2" means Australian Wholesale Property Trust No. 2 ARSN 101 660 253 ("AWPT2")


"the Company" means Australand Holdings Limited A.C.N. 008 443 696;

"Foreign Shareholders" means shareholders of the Company with registered addresses outside Australia, New Zealand and Singapore.

"Interest" means a unit in APT;

"Share" means an ordinary share in the Company;

"Stapled Security" means an Interest and a Share which must on the terms on which they are traded only be transferred together.

Dated  September 2003

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

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

Under paragraph 1020F(1)(a) of the Corporations Act (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts Australand Property Limited ACN 105 462 137 ("APL") in its capacity as trustee of the Australand Property Trust ("APT") in the cases referred to in paragraphs 1 and 2 of Schedule A from compliance with the provisions of Part 7.9 of the Act on the conditions set out in Schedule B and for so long as the conditions are met.

And under paragraph 1020F(1)(a) of the Act ASIC exempts the nominee of Foreign Shareholders referred to in Schedule A from compliance with the provisions of Part 7.9 of the Act in the case referred to in paragraph 1 of Schedule A on the conditions set out in Schedule B and for so long as the conditions are met.

Schedule A

- 1 The issue of units in APT to shareholders in ALZ or to the nominee of Foreign Shareholders under a scheme of arrangement where:
 - (a) pursuant to a notice of meeting and explanatory statement dated on or about 15 September 2003, shareholders in ALZ are asked to vote on a proposal for a pro-rata capital reduction in ALZ and the pro-rata issue of units in APT to them, and for the shares in ALZ and the units in APT to be quoted together on the ASX as stapled securities; and
 - (b) units to which certain Foreign Shareholders are entitled are issued to a nominee in order that that the nominee may sell those units as components of stapled securities and account to those Foreign Shareholders for the proceeds to which they are entitled (less any allowable expenses).
- 2 The issue of options over stapled securities under a scheme of arrangement where pursuant to a notice of meeting and explanatory statement dated on or about 15 September 2003, holders of options over shares in ALZ are asked to vote on a proposal to amend the terms of these options so that the options become options over stapled securities.

Schedule B

- 1 Each of the explanatory memoranda referred to in Schedule A must contain all the information required by sections 412, 713, 1013D, 1013H, 1013I, 1013J, 1013K and subsections 1013C(2) to (7) of the Act; and
- 2 Each of the notices of meeting and explanatory statements referred to in Schedule A must be lodged with the ASX under the Listing Rules of the ASX.

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Interpretation:

For the purposes of this instrument:

"ALZ" means Australand Holdings Limited ACN 008 443 696.

"ASX" means the Australian Stock Exchange.

"stapled security" means a unit in APT and a share in ALZ which must on the terms on which they are traded only be transferred together.

"Foreign Shareholders" means shareholders in ALZ with registered addresses outside Australia, New Zealand and Singapore

Dated this 15th day of September 2003



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

**ASIC**

Australian Securities & Investments Commission

03 / 0827

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001
SUBCLAUSE 30(2) OF SCHEDULE 4
EXEMPTION**

Pursuant to subclause 30(2) of Schedule 4 to the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") revokes the exemption executed on 16 September 2003, with gazette number 03/0792.

Pursuant to subclause 30(2) of Schedule 4 to the Act, ASIC being satisfied that a proposed modification of the constitution of the company referred to in Schedule A (the "credit union") will not result in or allow a modification of the mutual structure of the credit union, hereby exempts the credit union from clauses 29(1)(f), 29(1)(h), 29(4), 31, 32 and 33 of Part 5 of Schedule 4 of the Act in the case mentioned in Schedule B, on the conditions mentioned in Schedule C and for so long as those conditions are met.

SCHEDULE A

Member and Education Credit Union Limited (ACN 087 651 607)

SCHEDULE B

Where, the credit union is proposing to modify its constitution by the insertion of Division 2 – Reserves – into Appendix 1 to permit, in certain circumstances, the distribution of reserves only to qualifying members, in the same terms as the draft amendments that were lodged with ASIC by the credit union on 3 September 2003.

SCHEDULE C

1. The credit union must ensure that the notice of meeting at which the proposed constitutional modification mentioned in Schedule B is to be considered or a disclosure statement that accompanies that notice of meeting:
 - a. Gives all the information that members would reasonably require and expect to be given to make an informed decision about the proposed modification; and
 - b. Adequately sets out and explains each of the matters in paragraphs 32(1)(a) to (1), inclusive, of Schedule 4 to the Act that are relevant to the proposed constitutional modification; and
 - c. Is readily comprehensible for members of the credit union.

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2. If the modification referred to in Schedule B is adopted, the credit union must ensure that the Notice of Meeting and a full explanation is sent to every eligible voting member of any proposal that would have the effect of modifying or revoking Division 2 of Appendix 1 of the Constitution notwithstanding that the Credit Union has given notice under regulation 12.4.03(1) and an election is made or taken to have been made under regulation 12.4.03(4).

Dated this 22nd day of September 2003



Signed by Pamela McAlister
as a delegate of the Australian Securities and Investments Commission.

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**Australian Securities and Investments Commission
Corporations Act 2001 - Paragraph 669(1)(b) - Declaration**

Pursuant to paragraph 669(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6A of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if:

1. paragraph 661B(1)(a) was modified by deleting the words "in the prescribed form" and substituting the following words "(omitting the holder's name and address)";
2. paragraph 661B(1)(c) was modified by omitting the words "the notice" and substituting the words "a copy of the notice which includes the holder's name and address";
3. paragraph 661B(1)(d) was modified by inserting the words "of the notice referred to in paragraph (a)" after the words "give a copy";
4. subsection 661B(3) was modified by inserting the words "referred to in paragraph (1)(c)" after the words "the notice";
5. subsection 661B(4) was modified by inserting the words "referred to in paragraph (1)(c)" after the words "the notice" where they first appear; and
6. subsection 662A(1) was modified by inserting at the end of the subsection the following words: "This section does not apply where the bidder has given to all remaining holders of bid class securities a compulsory acquisition notice under subsection 661B(1)."

Schedule A

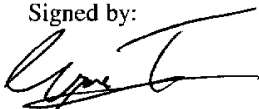
Origin Energy Limited (ABN 30 000 051 696) ("**Bidder**")

Schedule B

The compulsory acquisition by the Bidder of ordinary shares in Oil Company of Australia Limited (ABN 68 001 646 331) where notices under subsection 661B(1) of the Act in the form of Annexure A to this instrument are prepared, lodged and given in accordance with section 661B of the Act following the making of a takeover bid by the Bidder in respect of which a bidder's statement was lodged with ASIC on 6 August 2003.

Dated: 18th September 2003

Signed by:



Eugene Tan

as a delegate of the Australian Securities and Investments Commission

ANNEXURE A

ASIC registered agent number _____
lodging party or agent name Clayton Utz
 office, level, building name or PO Box no. Levels 22-35
 street number & name No. 1 O'Connell Street
 suburb/city Sydney state/territory NSW postcode 2000
 telephone (02) 9353 4000
 facsimile (02) 8220 6700
 DX number 370 suburb/city Sydney

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	ASS.	<input type="checkbox"/>	REQ-A	<input type="checkbox"/>
	CASH.	<input type="checkbox"/>	REQ-P	<input type="checkbox"/>
	PROC.	<input type="checkbox"/>		<input type="checkbox"/>

Australian Securities & Investments Commission

form **6021**

Notice of
compulsory acquisition
following takeover bid

Corporations Act 2001
 661B(1)(a)

To [Name and address of holder of shares to be inserted]
 Ordinary shares ("shares") of Oil Company of Australia Limited ABN 68 001 646 331 ("the Company")

1. Under an Off Market Bid offers were made by Origin Energy Limited ABN 30 000 051 696 ("the Bidder") in respect of the acquisition of shares in the Company. The offers closed on 22 September 2003 at 5.00pm (Sydney Time).
2. You are, or are entitled to be, registered as the holder of shares in respect of which an offer was made, but have not accepted the takeover offer.
3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder elects and has become entitled pursuant to subsections 661A(1) and (4) of the Act to compulsorily acquire all your shares and desires to acquire all your shares.
4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to. This notice is lodged with ASIC on [insert date].
5. Under section 661E of the Act, you have the right to apply to the Court for an order that the shares not be compulsorily acquired. You must apply:
 - (a) by [insert a date 1 month and 3 days from the date of dispatch of the notice]; or
 - (b) if you ask for the statement referred to in paragraph 4 of this notice, within 14 days after being given that statement; whichever is later.
6. The bidder is entitled and bound to acquire the shares on the terms that applied under the takeover bid immediately before the end of the offer period.
7. Unless on application made by you referred to in paragraph 5 of this notice the Court otherwise orders, the bidder must comply with paragraph 6 of this notice.

Signature

print name _____ capacity _____
 sign here _____ date / /

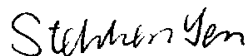
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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 205G(6) — Order**

Under subsection 205G(6) of the *Corporations Act 2001* the Australian Securities and Investments Commission relieves each director of Macquarie Bank Limited ACN 008 583 542 from the obligation to notify Australian Stock Exchange Limited of a relevant interest in a security that is an interest in either of the following registered schemes:

1. Macquarie Cash Management Trust ARSN 086 886 606; or
2. Macquarie Flexible Cash Trust ARSN 096 054 698.

Dated this 15th day of September 2003



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

03 / 0830

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

Pursuant to paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares Chapter 6 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if:

1. Subsection 620(2) of the Act was modified or varied by inserting the following words at the conclusion of that subsection:

"This subsection is subject to subsection (2A).".

2. Section 620 of the Act was modified or varied by inserting the following subsection after subsection 620(2):

"(2A) If the offer provides that a person will be entitled to be paid or provided further consideration (**additional consideration**), in addition to the consideration referred to in subsection 620(2), if a condition relating to the level of acceptance of the offer is satisfied or waived (**the condition**):

- (a) the bidder is to pay or provide the consideration referred to in subsection 620(2) within the period referred to in subsection 620(2); and
- (b) if the condition has been waived or satisfied at the time when the person becomes entitled to be paid or provided the consideration referred to in subsection 620(2), the person is entitled to be paid or provided the additional consideration at that time; or
- (c) if the condition has not been waived or satisfied at the time when the person is entitled to be paid or provided the consideration referred to in subsection 620(2), but the condition is subsequently waived or satisfied, the person is entitled to be paid or provided the additional consideration by the end of whichever of the following periods ends earlier:
 - (i) 1 month after the condition has been satisfied or waived; or
 - (ii) 21 days after the end of the offer period; or
- (d) if the condition has not been waived or satisfied at the time when the person is entitled to be paid or provided the consideration referred to in subsection 620(2), but the condition is subsequently waived or satisfied, if at the time the bidder is given the necessary transfer documents the takeover contract is subject to a defeating condition that relates only to the happening of an event or circumstance referred to in subsection 652C(1) or (2), the person is entitled to be paid or provided the additional consideration within 21 days after the takeover contract becomes unconditional.

The condition referred to in this subsection is not a defeating condition."

Schedule A

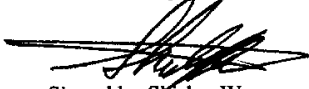
Allied Domecq Wines Australia Pty Ltd ACN 106 330 394 ("**the bidder**")

Schedule B

A takeover bid by the bidder for all the ordinary shares in Peter Lehmann Wines Limited ACN 059 347 910 made pursuant to a bidder's statement lodged with ASIC on or about the date of this instrument.

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Dated: 22 September 2003



Signed by Shirley Wu
as a delegate of the Australian Securities and Investments Commission

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

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

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

"must either:

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

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

“(1A) If:

- (a) the only members of the scheme are the responsible entity of the scheme and a custodian (or nominee) of the responsible entity of the scheme; and
- (b) the proposed responsible entity ("proposed entity") has consented in writing to becoming the scheme's responsible entity; and
- (c) the responsible entity and the custodian (or nominee) of the responsible entity consent, in writing, to the proposed retirement of the responsible entity and the appointment of the proposed entity as the new responsible entity of the scheme;

then:

- (d) as soon as practicable and in any event within 2 business days after written consent has been given by the two members, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed entity as the scheme's responsible entity; and

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- (e) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged.”.

Schedule A

BT Funds Management Limited ("BTFM") ABN 63 002 916 458, the responsible entity of the registered scheme specified in Schedule B (the "Scheme")

Schedule B

BT Property Trust ARSN 092 872 896

Schedule C

The proposed retirement of the responsible entity of the Scheme(s) and its proposed replacement by Investa Properties Limited (ABN 54 084 407 241) with its consent not later than 31 October 2003.

Dated 22nd September 2003.



Signed by Nitesh Rindani
as delegate of the Australian Securities and Investments Commission

03 / 0833

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

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C of the Act applies to Australian Leisure and Entertainment Property Management Limited (ACN 105 275 278) ("ALE Management") in its capacity as the responsible entity of the Australian Leisure and Entertainment Property Trust (the "Scheme") in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

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

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

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

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

or

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

the following requirements are also satisfied:

(C) the members approve the issue;

(D) if the interests to be issued are in a particular class, members in that class approve the issue;

(E) unless the responsible entity reasonably consider that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;

(F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;

(G) an approval for the purposes of subparagraphs (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and

(H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the interests are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed.";

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

"(ix) the responsible entity may determine the price for the issue of interests that are component parts of Stapled Securities, but only to the extent of allocating an issue price to those interests, where:

- (A) the interests are in a scheme that is included in the official list of the financial market operated by the Australian Stock Exchange Limited or are listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001*; and
- (B) the Stapled Securities, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation; and
- (C) the sum of the prices at which the interest and the share components of the Stapled Securities are to be issued is to equal the current market price, as defined in the constitution of the scheme, for the Stapled Securities.

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

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

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

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest are components of a Stapled Security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

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

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

- (a) the benefit consists of the making of a payment or the giving or provision of finance, including a loan or guarantee, or a performance guarantee;
- (b) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property; and
- (c) all of the issued shares in the responsible entity of the scheme are component parts of Stapled Securities together with all of the interests in the scheme other than No Income Voting Units; and

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(d) the benefit is given by:

- (i) the responsible entity; or
- (ii) an entity that the responsible entity controls; or
- (iii) an agent of, or person engaged by, the responsible entity; and

(e) the benefit is given to:

- (i) the responsible entity; or
- (ii) a wholly owned subsidiary of the responsible entity; or
- (iii) a wholly owned sub-trust of the scheme.

6. after section 601PC insert:

"601PD For the purposes of this Chapter:

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

No Income Voting Units means interests in a registered scheme where:

- (a) the issue price and withdrawal price for the interests are fixed at the same amount; and
- (b) the holder of the interests has no entitlement to distributions of income from the scheme.

Schedule

Where:

1. under the terms on which an interest in the Scheme and a share in ALE Management are traded they can only be transferred together; and
2. No Income Voting Units are issued only to ALE Management.

Dated 23 September 2003



Signed by Catherine L. Matterson
as a delegate of the Australian Securities and Investments Commission

03 / 0834

**Australian Securities and Investments Commission
Corporations Act 2001 — Subclause 30(2) of Schedule 4 – Exemption**

Pursuant to subclause 30(2) of Schedule 4 of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC"), hereby exempts Queensland Teachers Credit Union Limited ACN 087 651 054 (the "Credit Union") from compliance with clauses 29(1)(f), 29(1)(h), 29(4), 31, 32 and 33 of Part 5 of Schedule 4 of the Act in the case mentioned in Schedule A, on the conditions mentioned in Schedule B and for so long as those conditions are met.

Schedule A

Where the Credit Union is proposing, at the Credit Union's annual general meeting proposed to be held on 29 October 2003, to modify its constitution in the same terms as draft constitutional amendments provided to ASIC on 7 August 2003 by the insertion of a new Division 2 Appendix 2 to permit, in certain circumstances, the distribution of reserves only to qualifying members ("the Modification").

Schedule B

1. The Credit Union must ensure that the notice for the meeting at which the proposed Modification is to be considered or a disclosure statement that accompanies the notice of meeting:
 - (a) gives all the information that members would reasonably require and expect to be given to make an informed decision about the proposed Modification; and
 - (b) adequately sets out and explains each of the matters in paragraphs 32(1)(a) to (l) inclusive of Schedule 4 to the Act that are relevant to the proposed Modification; and
 - (c) is readily comprehensible for members of the credit union.
2. If the Modification is adopted, the Credit Union must ensure that a notice of meeting and a full explanation is sent to every eligible voting member of any proposal that would have the effect of modifying or revoking Division 2 Appendix 2 of the Constitution notwithstanding that the Credit Union has given notice under sub-regulation 12.4.03(1) and an election is made or taken to have been made under sub-regulation 12.4.03(4).

Dated: 24 September 2003



Signed by Catherine L. Matterson
on behalf of the Australian Securities and Investments Commission

03 / 0835

Australian Securities and Investments Commission

Corporations Act 2001 - Paragraphs 601QA(1)(a), 741(1)(a), 911A(2)(l), 992B(1)(a) and
1020F(1)(a) – Exemption**Disclosure relief**

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts:
 - (a) a person from:
 - (i) Parts 6D.2 and 6D.3 (except section 736); and
 - (ii) Part 7.9,where the person:
 - (iii) makes an eligible offer;
 - (iv) offers to arrange for the issue of financial products under an eligible offer;
 - (v) issues a financial product under an eligible offer,that involves a contribution plan but does not involve the issuer or any associated body corporate offering any eligible employee of the issuer a loan or similar financial assistance for the purpose of, or in connection with, the acquisition of financial products to which the offer relates, 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, 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.
2. For the avoidance of doubt, under paragraph 601QA(1)(a) ASIC exempts a person who operates a managed investment scheme only by reason of operating a contribution plan relating to an eligible offer to which paragraph 1(a) relates from section 601ED in relation to the operation of that managed investment scheme.

Licensing and hawking relief

3. Under paragraph 911A(2)(l) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the exemption set out in paragraph 1 (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.

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4. Under paragraph 911A(2)(l) ASIC exempts:

- (a) the issuer who is exempt from Part 6D.2 or 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:

- (c) the provision of a custodial or depository service in connection with an eligible offer where:
 - (i) the service is not a custodial arrangement within the meaning of section 1012IA; and
 - (ii) the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (d) dealing in a financial product in connection with an offer covered by the exemption in paragraph 1 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.
5. Under paragraphs 741(1)(a) and 992B(1)(a) ASIC exempts a person who is exempt from Part 6D.2 and Part 7.9 because of the exemption set out in paragraph 1 from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with an eligible offer.

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 if the issuer 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

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3. in the case where the employee share scheme may involve the issue of shares the issuer must take reasonable steps to ensure that the number of shares the subject of the offer when aggregated with:

- (a) the number of share in the same class which would be issued were each outstanding offer with respect to shares, under an employee share scheme to be accepted; and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer;

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

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

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

Interpretation

In this instrument:

- 1. except where otherwise stated, references to provisions are to provisions of the Act;
- 2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
- 3. "associated body corporate" or "associate" 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. "Australian dollar equivalent" in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;

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5. "contribution plan" means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an employee as part of the contribution plan must be held by the Custodian as custodian for the employee in an account which is established and kept only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
 - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Custodian in relation to that employee must be repaid to that employee.
6. "current market price" means in relation to a share, the price published by the operator of the New York Stock Exchange as the final price for the previous day on which the share was traded on the New York Stock Exchange;
7. "Custodian" means a bank in the United States of America designated by the issuer from time to time as the custodian for the employee share scheme which will hold as custodian all contributions received by it under the employee share scheme and all shares acquired for the participating eligible employees under the employee share scheme;
8. "eligible employee" means, in relation to the issuer or an associated body corporate, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or of an associated body corporate of the issuer;
9. "eligible offer" means an offer for issue or sale of fully-paid shares in the issuer in the same class as shares which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period, made under an employee share scheme, extended only to eligible employees;
10. "financial product advice" has the meaning given by section 766B;
11. "general advice" has the meaning given by section 766B;
12. "issuer" means Dana Corporation, a company incorporated in the United States;
13. "offer" has a meaning affected by sections 700, 702 and 1010C;
14. "offer document" means a document setting out an offer under an employee share scheme that:


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- (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
- (b) if a summary (rather than a copy) of the rules of the scheme is given – includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire the financial products offered under the scheme, the issuer (or, if the issuer does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and
- (c) specifies in respect of the shares, the Australian dollar equivalent of the acquisition price at the date of the document; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer (or if the issuer does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the Australian dollar equivalent of the current market price of the shares in the same class as those offered; and
 - (ii) the information referred in paragraph (c) as updated to that date; and
- (f) specifies:
 - (i) the Custodian which will hold the contributions for the purposes of the contribution plan;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest payable (if any) on the contributions held in the account.

15. "old Corporations Act" has the meaning given by subsection 1410(1).

Dated this 24th day of September 2003



Signed by Eugene Foo
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(c)**


Order Revoking Licence

TO: HFM Pty Ltd, ACN 090 255 066 ("the Licensee")
(formerly HFM Limited)
Level 10
350 Collins Street
MELBOURNE VIC 3000

Under paragraph 825(c) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 193014 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 24th day of September 2003.

Signed by:



Maria Peticrew

As a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

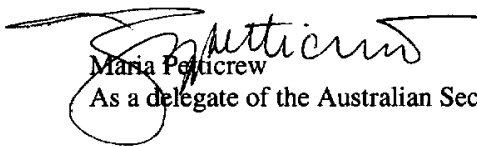
Order Revoking Licence

TO: SAS Financial Services Pty Ltd ACN 080 228 066 ("the Licensee")
Suite 7
10 Canning Highway
SOUTH PERTH WA 6151

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 193393 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 24th day of September 2003.

Signed by:



Handwritten signature of Maria Petticrew in black ink, featuring a large, stylized initial 'M'.

Maria Petticrew

As a delegate of the Australian Securities and Investments Commission



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**Corporations Act
Section 657D
Variation of Orders**

In the matter of Trysoft Corporation Limited

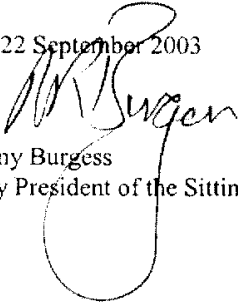
Pursuant to:

- (a) section 657D(3) of the *Corporations Act 2001* (Cth); and
- (b) a declaration of unacceptable circumstances in relation to the affairs of Trysoft Corporation Limited (**Trysoft**) made by the President of the Sitting Panel on 3 July 2003,

the Takeovers Panel HEREBY ORDERS that the orders (the **Orders**) made by the President of the Sitting Panel on 3 July 2003 in relation to Trysoft be varied in accordance with the following:

- (c) replace paragraph (c) of the Orders with the following:
 - (c) *that the options (the **Options**) granted by Trysoft pursuant to:*
 - (i) *a Services Agreement dated on or about 20 September 2002 between Trysoft and Douglas Wong Associates (Aust) Pty Ltd (DWAA); and*
 - (ii) *a resolution passed at the 2002 Trysoft annual general meeting on 29 November 2002 approving the grant of the options to DWAA or its nominee, must not be exercised unless and until the grant of the Options has been ratified at a meeting of the shareholders of Trysoft convened after the date of this order and in relation to which votes cast by associates of Mr Douglas Wong and DWAA have been disregarded (other than votes cast by such persons as proxy for a person who is entitled to vote where the vote is cast in accordance with directions on the proxy form);*
- (d) replace paragraph (d) of the Orders with the following:
 - (d) *that Trysoft must not issue any shares following the exercise of any Options unless and until ratification of the grant of the Options complying with requirements set out in paragraph (c) has been obtained.*

Dated 22 September 2003


Anthony Burgess
Deputy President of the Sitting Panel



ASIC

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Australian Securities & Investments Commission

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

First Exemption: disclosure relief for offers of shares, units of shares, options and stapled securities

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts:
 - (a) the person named in Schedule A ("the offeror") from Parts 6D.2, 6D.3 (except section 736) and 7.9 where the offeror:
 - (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 Schedule B 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 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 Schedule B have not been met.

Second Exemption: licensing and hawking relief

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

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3. Under paragraph 911A(2)(l) ASIC exempts:
- (a) an issuer who is exempt from Part 6D.2 or Part 7.9 because of the First Exemption; 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:
- (c) the provision of a custodial or depositary service in connection with an eligible offer where:
 - (i) the service is not a custodial arrangement within the meaning of section 1012IA; and
 - (ii) the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (d) dealing in a financial product in connection with an offer covered by the 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 paragraphs 741(1)(a) and 992B(1)(a) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the First Exemption from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Revocation

5. Under paragraph 741(1)(a) ASIC revokes ASIC Instrument 02/1228 from 24 September 2003.

Schedule A

WMC Resources Ltd (ACN 004 184 598)

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Schedule B

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 with any undertaking required to be made in the offer document by reason of this instrument; and
3. in the case where the employee share scheme may involve the issue of shares (including as a result of the exercise of an option or as a component of stapled securities) — the issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer;

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

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

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- (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
- (g) an offer made under a disclosure document or Product Disclosure Statement,

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

4. in the case where an offer of shares is made through a trust:
- (a) the trustee must hold the shares on trust for each person (a "beneficiary") who acquires units of shares under an eligible offer; and
 - (b) the trustee must cause proper written financial records to be maintained in respect of the activities of the trust and cause those records to be audited annually and made available for inspection by the beneficiaries at an office of the trustee or a place of business of the issuer during normal business hours or such other time as is agreed with beneficiaries; and
 - (c) the trustee must ensure that each share to which a unit held by a beneficiary relates is identified in the written financial records as being held on account of that beneficiary; and
 - (d) the trustee must not levy any fees or charges for operating and administering the trust, either payable directly by the beneficiaries or out of the assets of the trust; and
 - (e) except as expressly provided by the trust deed, a beneficiary must have the capacity to authorise the trustee to sell at or above the current market price the shares to which he or she is entitled to under the deed; and
 - (f) the trustee must provide a copy of the trust deed to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument; and
 - (g) the issuer must ensure that the trust deed contains covenants binding the trustee and their agents, if any, to the effect that a beneficiary possesses substantially the same rights in respect of the shares to which the units of shares they hold relate as if they were the legal owner of the shares, including the right to:
 - (i) direct the trustee how the voting rights attaching to the shares shall be exercised, either generally or in any particular case; and
 - (ii) receive the income deriving from the shares, including dividends declared by the issuer in respect of those shares.

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Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. “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. “contribution plan” means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
 - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;

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5. “current market price” means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
6. “eligible employee” means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or of an associated body corporate of the issuer;
7. “eligible offer” means an offer for issue or sale of:
 - (a) fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; or
 - (b) options for the issue or transfer of shares referred to in paragraph (a) where each of the options is offered for no more than nominal consideration; or
 - (c) fully-paid stapled securities in the same class as stapled securities which have been quoted on the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period;
 - (d) units of fully-paid shares referred to in paragraph (a); or
 - (e) options for the issue or transfer of fully paid ordinary shares in an issuer in the same class as shares which:
 - (i) are quoted on the financial market operated by Australian Stock Exchange Limited at the time the offer of options is made; and
 - (ii) have been so quoted for less than 12 months prior to the time the offer is made,

where each of the options is offered for no more than nominal consideration and the options that are offered are not exercisable until the shares that the subject of the offer or option have been quoted on the financial market operated by Australian Stock Exchange Limited for 12 months, provided that such options may be exercised within 6 months of:

- (iii) the winding up of the issuer;
- (iv) a takeover bid being made for the issuer's ordinary shares;

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- (v) a statement being lodged with Australian Stock Exchange Limited to the effect that a person has, together with their associates, relevant interests in not less than 20% of all issued fully paid ordinary shares in the issuer;
- (vi) proper notice being given to the issuer of:
 - (A) a resolution for the removal of the issuer's directors from office; or
 - (B) a nomination for the office of director of the issuer, the effect of which would, if approved, lead to cessation of from office of all or a majority of the directors of the issuer in office;
- (vii) a meeting of members of the issuer approving a scheme of arrangement in accordance with the Act; or
- (viii) the termination of the relevant employee share scheme,

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

- 8. "financial product advice" has the meaning given by section 766B;
- 9. "general advice" has the meaning given by section 766B;
- 10. "issuer" means a body that issues shares that are the subject of an employee share scheme (including where those shares are subject to an option, offered through a trust or are a component of stapled securities);
- 11. "nominal consideration" means consideration of not more than 1 cent per option;
- 12. "offer" has a meaning affected by sections 700, 702 and 1010C;
- 13. "offer document" means a document setting out an offer under an employee share scheme that:
 - (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
 - (b) if a summary (rather than a copy) of the rules of the scheme is given — includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, the issuer will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and

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- (c) specifies in respect of the shares, shares subject to the options, units of shares or stapled securities:
 - (i) the acquisition price in Australian dollars; or
 - (ii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar price were that formula applied as at a specified business day within 3 business days immediately prior to the date of the offer document; and
 - (d) includes an undertaking, and an explanation of the way in which, the issuer will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price of:
 - (A) where the document relates to an offer of shares, options or units — shares in the same class as those offered, subject to the options or to which the units relate; or
 - (B) where the document relates to an offer of stapled securities — stapled securities of the same class as those offered; and
 - (ii) where subparagraph (c)(ii) applies, the information referred to in that paragraph as updated to that date.
14. “old Corporations Act” has the meaning given by subsection 1410(1);
15. “stapled security” means two or more financial products (at least one of which is a share) which, under the terms on which each is traded, must be transferred together; and
16. “unit” in relation to a share means a legal or equitable right or interest in the share.

Dated this 24th day of September 2003



Signed by Sandra Zivcic
as a delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

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

ACIRL LTD ACN 000 513 888 will change to a proprietary company limited by shares. The new name will be ACIRL PROPRIETARY LIMITED ACN 000 513 888.

AUSTRALIAN SELECTION PTY LTD ACN 077 885 208 will change to a public company limited by shares. The new name will be AUSTRALIAN SELECTION LIMITED ACN 077 885 208.

FARLEY & LEWERS LTD ACN 000 046 891 will change to a proprietary company limited by shares. The new name will be FARLEY & LEWERS PTY LIMITED ACN 000 046 891.

VIRGIN BLUE HOLDINGS PTY LIMITED ACN 100 686 226 will change to a public company limited by shares. The new name will be VIRGIN BLUE HOLDINGS LIMITED ACN 100 686 226.

BIOGLOBAL PTY LTD ACN 091 488 505 will change to a public company limited by shares. The new name will be BIOGLOBAL LIMITED ACN 091 488 505.

INTERNATIONAL FINANCE CORPORATION PTY LTD ACN 102 496 499 will change to a public company limited by shares. The new name will be INTERNATIONAL FINANCE CORPORATION LIMITED ACN 102 496 499.

MULTIPLEX CONSTRUCTIONS PTY LTD ACN 008 687 063 will change to a public company limited by shares. The new name will be MULTIPLEX LIMITED ACN 008 687 063.

ASHTON COAL OPERATIONS LIMITED ACN 078 556 500 will change to a proprietary company limited by shares. The new name will be ASHTON COAL OPERATIONS PTY LIMITED ACN 078 556 500.

BEAULIEU OF AUSTRALIA LIMITED ACN 010 727 992 will change to a proprietary company limited by shares. The new name will be BEAULIEU OF AUSTRALIA PTY LTD ACN 010 727 992.

NEWFIELD EXPLORATION AUSTRALIA LIMITED ACN 009 785 326 will change to a proprietary company limited by shares. The new name will be COOGEE RESOURCES (OPERATIONS) PTY LTD ACN 009 785 326.

054 206 049 LTD ACN 054 206 049 will change to a proprietary company limited by shares. The new name will be 054 206 049 PTY LTD ACN 054 206 049.

BOSTELMAN, DRAPER & RICHARDSON PROPRIETARY ACN 008 928 961 will change to a proprietary company limited by shares. The new name will be BOSTELMAN, DRAPER & RICHARDSON PTY LTD ACN 008 928 961.

INVOCARE PTY LIMITED ACN 096 437 393 will change to a public company limited by shares. The new name will be INVOCARE LIMITED ACN 096 437 393.