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

02 / 08 31

Under subsection 741(1) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission (“ASIC”) hereby exempts each person in the class of persons specified in Schedule A (“an issuer”), in the case referred to in Schedule B, from Parts 6D.2 and 6D.3 of the Act (other than sections 736 and 738).

SCHEDULE A

1. A body which is admitted to the Official List of Australian Stock Exchange Limited.
2. A responsible entity of a registered scheme which is admitted to the Official List of Australian Stock Exchange Limited.

SCHEDULE B

A written offer for the issue of shares in the issuer or interests in a registered scheme operated by the issuer where the following requirements are met at the time that the offer is made.

- (a) The shares or interests are in a class which is quoted on the financial market operated by Australian Stock Exchange Limited (the “class”) and trading in the class is not suspended.
- (b) None of the following provisions of the Act have been contravened in relation to the issuer of the shares or the registered scheme to which the interests relate in the previous 12 months:
 - (i) a provision of Chapter 2M;
 - (ii) section 674 or 675;
 - (iii) section 724;
 - (iv) section 728; and
 - (v) section 1001A or 1001B.
- (c) The offer is made pursuant to an arrangement under which:
 - (i) an offer is made to each registered holder of shares or interests in the class, and whose address (as recorded in the register of members of the scheme) is in a place in which it is lawful and practical for the issuer to offer and issue shares or interests to that person, in the reasonable opinion of the issuer;
 - (ii) each offer is made on the same terms and conditions and on a non-renounceable basis;

- (iii) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer or the date of the issue;
 - (iv) no registered holder may be issued with shares or interests with an application price totalling more than \$5,000 in any consecutive 12 month period; and
 - (v) a registered holder must provide the issuer on application for the shares or interests with a certification to the effect that the aggregate of the application price for:
 - (A) the shares or interests the subject of the application; and
 - (B) any other shares and interests in the class applied for by the holder under the arrangement or any similar arrangement in the 12 months prior to the application,does not exceed \$5000.
- (d) The written offer document contains the following information:
- (i) the method used to calculate the issue price and the time when this price will be determined;
 - (ii) a statement describing the relationship between the issue price and the market price; and
 - (iii) disclosure of the risk that the market price may change between the date of the offer and the date when the shares or interests are issued to an applicant under the arrangement, and the effect this would have on the price or value of the shares or interests which the applicant would receive.

Revocation

And under subsection 741(1) of the Act ASIC hereby revokes Class Order [00/194] with effect from 1 January 2003.

Interpretation

For the purposes of this instrument:

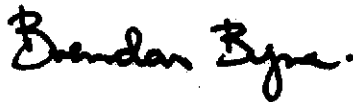
1. "registered holder" means, subject to paragraphs 2 and 3, a person recorded in the register of members of a company or registered scheme as a member of that company or scheme;
2. if 2 or more persons are recorded in the register of members as jointly holding shares in the company or interests in the scheme they are taken to be a single registered holder and a certification by any of them for the purposes of paragraph (c)(v) of Schedule B is taken to be a certification by all of them;

02/0831

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3. if a trustee or nominee is expressly noted on the register of members as holding shares or interests on account of another person (a "beneficiary"):
 - (a) the beneficiary is taken to be the registered holder in regard to those shares or interests; and
 - (b) any application for the issue of shares or interests or certification for the purposes of paragraph (c)(v) of Schedule B by, and any issue of shares or interests to, the trustee or nominee, is taken to be an application or certification by, or an issue to, the beneficiary;
4. if a share or interest must under the terms on which it is traded only be transferred together with one or more other shares or interests or other financial products (together a "stapled security"), the \$5,000 limit in subparagraphs (c)(iv) and (c)(v) of Schedule B applies to the stapled security as if its component shares, interests or products constituted a single share or interest rather than to any of those components separately; and
5. references to an issuer offering shares or interests include the issuer inviting applications for the issue of the shares or interests.

Dated the 17th day of September 2002



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

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

02/0832

Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (“Act”) the Australian Securities and Investments Commission hereby exempts each person included in the class of persons mentioned in Schedule A in the case referred to in Schedule B from Divisions 2 and 4 of Part 7.9 of the Act.

SCHEDULE A

1. A responsible entity of a registered scheme which is admitted to the Official List of Australian Stock Exchange Limited.
2. Any other regulated person (within the meaning of section 1011B of the Act) in relation to interests in that scheme.

SCHEDULE B

A written offer for the issue of interests in the scheme (“offer”) and a recommendation to acquire and the issue of those interests under the offer where the following requirements are met at the time that the offer is made.

- (a) The interests are in a class which is quoted on the financial market operated by Australian Stock Exchange Limited (the “class”) and trading in that class is not suspended.
- (b) None of the following provisions have been contravened in relation to the scheme in the previous 12 months:
 - (i) a provision of Chapter 2M;
 - (ii) section 724;
 - (iii) section 728;
 - (iv) section 674 or 675;
 - (v) section 1001A or 1001B;
 - (vi) section 1016E; and
 - (vii) sections 1021D or s1021E.
- (c) The offer is made pursuant to an arrangement under which:
 - (i) an offer is made to each registered holder of interests in that class, and whose address (as recorded in the register of members of the scheme) is in a place in which the responsible entity reasonably considers it is lawful and practical for that entity to offer and issue interests to that person;

- (ii) each offer is made on the same terms and conditions and on a non-renounceable basis;
 - (iii) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer or the date of the issue;
 - (iv) no registered holder may be issued with interests with an application price totalling more than \$5,000 in any consecutive 12 month period; and
 - (v) a registered holder must provide the issuer on application for the interests with a certification to the effect that the aggregate of the application price for:
 - (A) the interests the subject of the application; and
 - (B) any other interests in the class applied for by the holder under the arrangement or any similar arrangement in the 12 months prior to the application,does not exceed \$5000.
- (d) The written offer document contains the following information:
- (i) the method used to calculate the issue price and the time when this price will be determined;
 - (ii) a statement describing the relationship between the issue price and the market price; and
 - (iii) disclosure of the risk that the market price may change between the date of the offer and the date when interests are issued to an applicant under the arrangement, and the effect this would have on the price or value of the interests which the applicant would receive.

Interpretation

For the purposes of this instrument:

1. "registered holder" means, subject to paragraphs 2 and 3, a person recorded in the register of members of a registered scheme as a member of that scheme;
2. if 2 or more persons are recorded in the register of members as jointly holding interests in the scheme they are taken to be a single registered holder and a certification by any of them for the purposes of paragraph (c)(v) of Schedule B is taken to be a certification by all of them;
3. if a trustee or nominee is expressly noted on the register of members as holding interests on account of another person (a "beneficiary"):
 - (a) the beneficiary is taken to be the registered holder in regard to those interests; and

- (b) any application for the issue of interests or certification for the purposes of paragraph (c)(v) of Schedule B by, and any issue of interests to, the trustee or nominee, is taken to be an application or certification by, or an issue to, the beneficiary;
4. if an interest must under the terms on which it is traded only be transferred together with one or more other interests or other financial products (together a "stapled security"), the \$5,000 limit in paragraphs (c)(iv) and (c)(v) of Schedule B applies to the stapled security as if its component interests and products constituted a single interest rather than to any of those components separately; and
5. a reference to an offer for the issue of interests in a registered scheme includes a reference to inviting an application for the issue of the interests.

Dated this 17th day of September 2002



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

0 2 / 0 9 2 4

Australian Securities and Investments Commission
Corporations Act 2001 — Sections 655A and 673 — Revocation and Declaration

Under sections 655A and 673 of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) hereby revokes Class Order [00/451].

And under sections 655A and 673 of the Act ASIC hereby declares that Chapters 6 and 6C of the Act apply in relation to the class of persons described in Schedule A, in the case referred to in Schedule B, as if section 609 were modified or varied by:

1. omitting the full stop at the end of paragraph 609(6)(b) and substituting a semi-colon;
2. adding after paragraph 609(6)(b) the following paragraph:

“(c) a right to acquire the securities or to require the securities be kept in trust given by a Call Warrant.”; and
3. adding after subsection 609(6) the following subsection:

“(6A) For the purposes of this section:

 - (a) A “Call Warrant” is a call warrant in relation to Equity Securities for the purposes of the operating rules of Australian Stock Exchange Limited which:
 - (i) was issued pursuant to an Offering Circular or Product Disclosure Statement; and
 - (ii) has been admitted to trading status in accordance with the operating rules of Australian Stock Exchange Limited; and
 - (b) “Offering Circular” has the same meaning as is given in the operating rules of Australian Stock Exchange Limited.”.

SCHEDULE A

Any person who acquires and holds a Call Warrant, for the period the person holds the Call Warrant.

SCHEDULE B

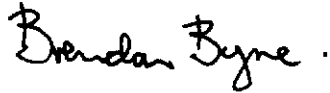
The calculation of the relevant interests, substantial holdings or voting power of a person in the class of persons described in Schedule A, where the Offering Circular or Product Disclosure Statement for the Call Warrant stated that this Class Order, Class Order 00/451 or Class Order 99/841 was to apply.

02 / 09 24

Interpretation

For the purposes of Schedules A and B, "Call Warrant" has the meaning given to that term above in this instrument.

Dated the 10th day of September 2002



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

02/0925

Australian Securities and Investments Commission
Corporations Act 2001 — Sections 655A and 673 — Revocation and Declaration

Under sections 655A and 673 of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) hereby revokes Class Order [00/452].

And under sections 655A and 673 of the Act ASIC hereby declares that Chapters 6 and 6C of the Act apply to the class of persons described in Schedule A, in the case referred to in Schedule B, as if:

1. section 12 were modified or varied by adding the following subsection:

“(6) For the purposes of an associate reference in:

- (a) section 610;
- (b) the definition of "substantial holding" in section 9; and
- (c) section 671B,

no association arises between a Call Warrant issuer and a Call Warrant holder merely because of the Call Warrant.

Note: Section 609(6C) defines Call Warrant, Call Warrant issuer and Call Warrant holder.”; and

2. section 609 were modified or varied by inserting after subsection 609(6) the following subsections:

“(6A) A Call Warrant issuer does not have a relevant interest in a security held in trust under the terms of the Call Warrant where the issuer has no power to control the voting or disposal of the security (other than to enforce the terms of the trust or to retain ownership if the Call Warrant expires unexercised or the Call Warrant holder defaults) unless and until the Call Warrant expires.

(6B) If a Call Warrant issuer has a relevant interest in a security because subsection (6A) ceases to apply, the Call Warrant issuer is taken to acquire a relevant interest in the security at that time, by a transaction in relation to the security.

(6C) For the purposes of this section and subsection 12(6):

- (a) A “Call Warrant” is a call warrant in relation to Equity Securities for the purposes of the operating rules of Australian Stock Exchange Limited which:
 - (i) was issued pursuant to an Offering Circular or a Product Disclosure Statement; and

- (ii) has been admitted to trading status in accordance with the operating rules of Australian Stock Exchange Limited.
- (b) A "Call Warrant issuer" is a person who has issued a Call Warrant.
- (c) A "Call Warrant holder" is a person who has a legal or equitable interest in a Call Warrant.
- (d) "Offering Circular" has the same meaning as is given in the operating rules of Australian Stock Exchange Limited."

SCHEDULE A

1. A Call Warrant issuer.
2. A person who acquires or holds a Call Warrant, for the period the person holds the Call Warrant.
3. Any person who would, but for the operation of this Class Order, have a relevant interest in, or voting power in relation to:
 - (a) any securities which are held on trust to ensure a Call Warrant issuer's or a Call Warrant holder's obligations under the terms of the Call Warrant; or
 - (b) any securities as a result of a person acquiring and holding a Call Warrant.

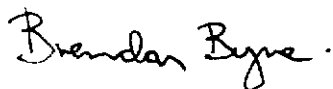
SCHEDULE B

The calculation of the relevant interests, voting power or substantial holdings of a person in the class of persons described in Schedule A, where the Offering Circular or Product Disclosure Statement for the Call Warrant stated that this Class Order, Class Order [00/452] or Class Order [99/842] was to apply.

Interpretation

For the purposes of Schedules A and B, "Call Warrant", "Call Warrant holder" and "Call Warrant issuer" have the meanings given to those terms above in this instrument.

Dated the 10th day of September 2002



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

0 2 / 0 9 2 6

**Australian Securities and Investments Commission
Corporations Act 2001 — Sections 655A and 673 — Revocation and Declaration**

Under sections 655A and 673 of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) hereby revokes Class Order [00/453].

And under sections 655A and 673 of the Act ASIC hereby declares that Chapters 6 and 6C of the Act apply in relation to the class of persons described in Schedule A, in the case referred to in Schedule B, as if:

1. section 12 were modified or varied by adding the following subsection:

“(6) For the purposes of an associate reference in:

- (a) section 610;
- (b) the definition of “substantial holding” in section 9; and
- (c) section 671B,

no association arises between a Put Warrant issuer and a Put Warrant holder merely because of the Put Warrant.

Note: Section 609(6C) defines Put Warrant, Put Warrant issuer and Put Warrant holder.”; and

2. section 609 were modified or varied by inserting after subsection 609(6) the following subsections:

“(6A) A Put Warrant issuer does not have a relevant interest in a security merely because:

- (a) the Put Warrant holder has an option, under the terms of the Put Warrant, to require the Put Warrant issuer to acquire the security; or
- (b) under the Put Warrant or a trust securing the obligations of the Put Warrant issuer or Put Warrant holder under the Put Warrant, the Put Warrant issuer can exercise power to control the voting or disposal of the security only where:
 - (i) the option under the Put Warrant is exercised; or
 - (ii) the option under the Put Warrant expires unexercised; or
 - (iii) the Put Warrant issuer enforces the terms of the trust; or
 - (iv) the Put Warrant holder defaults under the Put Warrant,

unless and until an event referred to in this paragraph (b) occurs.

- (6B) If a Put Warrant issuer has a relevant interest in a security because subsection (6A) ceases to apply, the Put Warrant issuer is taken to acquire a relevant interest in the security at that time, by a transaction in relation to the security.
- (6C) For the purposes of this section and subsection 12(6):
- (a) A “Put Warrant” is a put warrant in relation to Equity Securities for the purposes of the operating rules of Australian Stock Exchange Limited which:
 - (i) was issued pursuant to an Offering Circular or Product Disclosure Statement; and
 - (ii) has been admitted to trading status in accordance with the operating rules of Australian Stock Exchange Limited.
 - (b) A “Put Warrant issuer” is a person who has issued a Put Warrant.
 - (c) A “Put Warrant holder” is a person who has a legal or equitable interest in a Put Warrant.
 - (d) “Offering Circular” has the same meaning as is given in the operating rules of Australian Stock Exchange Limited.”.

SCHEDULE A

1. A Put Warrant issuer.
2. A person who acquires and holds a Put Warrant, for the period the person holds the Put Warrant.
3. Any person who, but for this Class Order, would have a relevant interest in, or voting power in relation to, any securities as a result of a person acquiring or holding a Put Warrant.

SCHEDULE B

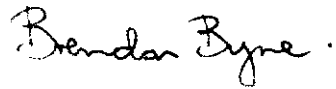
The calculation of the relevant interests, voting power or substantial holdings of a person in the class of persons described in Schedule A, where the Offering Circular or Product Disclosure Statement for the Put Warrant stated that this Class Order, Class Order [00/453] or Class Order [99/843] was to apply.

Interpretation

For the purposes of Schedules A and B, “Put Warrant” and “Put Warrant issuer” have the meanings given to those terms above in this instrument.

02/09/20

Dated the 10th day of September 2002



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

02 / 09 27

**Australian Securities and Investments Commission
Corporations Act 2001 — Sections 655A and 673 — Revocation and Declaration**

Under sections 655A and 673 of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) hereby revokes Class Order [00/454].

And under sections 655A and 673 of the Act ASIC hereby declares that Chapters 6 and 6C of the Act apply to the class of persons described in Schedule A, in the case referred to in Schedule B, as if section 609 of the Act were modified or varied by inserting after subsection 609(6) the following subsection:

“(6A) Subsection (2) applies to a person (the “trustee”) who would otherwise have a relevant interest in securities as a trustee under a trust for the purpose of satisfying rights or obligations of the issuer or holder of warrants despite:

- (a) the trustee having any of the following discretions under the terms of the trust deed relating to the warrants:
 - (i) discretions where the issuer or holder of the warrants becomes insolvent or breaches a term of the warrants; or
 - (ii) discretions in relation to bonus issues, rights issues, returns of capital, security splits, security consolidations or other reconstructions of capital affecting the securities; or
 - (iii) discretions in relation to a takeover bid for or a scheme of arrangement affecting the issuer of the securities but not in relation to voting or disposal of the securities; or
 - (iv) discretions to lend the securities; or
- (b) the holder of the warrant not having a presently enforceable or unconditional right of the kind referred to in subsection 608(8);

where:

- (c) the warrants are issued and admitted to trading status in accordance with the operating rules of Australian Stock Exchange Limited; and
- (d) the trustee holds the securities in trust, except where it has lent the securities under a discretion referred to in subparagraph (a)(iv); and
- (e) if the trustee exercises any of the discretions referred to in paragraph (a), it does so on ordinary commercial terms or in an ordinary commercial manner as the case requires.”.

SCHEDULE A

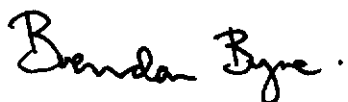
A person who holds securities on trust for the purpose of satisfying the obligations of an issuer or holder of warrants; or who would so hold such securities on trust but for

having lent them in accordance with the terms of the trust deed and on ordinary commercial terms.

SCHEDULE B

The calculation of the relevant interests, voting power or substantial holdings of a person in the class of persons described in Schedule A, where the warrant Offering Circular issued under the operating rules of Australian Stock Exchange Limited or the Product Disclosure Statement in relation to the warrants stated that this instrument or Class Order [00/454] or Class Order [99/1006] would apply in relation to the warrants.

Dated the 10th day of September 2002



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

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 341(1) - Class Order**

02 / 09 08

Under subsection 341(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby makes an order relieving each company in the class of companies specified in Schedule A (each an "Entity") from the requirement to comply with the provisions specified in Schedule B that are applicable in relation to a financial year or half-year specified in Schedule C (each, respectively, a "Relevant Financial Year" or "Relevant Half-Year") on the conditions specified in Schedule D and for so long as those conditions are met.

Schedule A

A company:

- (a) in respect of which an administrator has been appointed under section 436A, 436B or 436C; or
- (b) which has executed a deed of company arrangement which provides for the orderly disposal of substantially all of the property of the company; or
- (c) in respect of which a winding up has begun or commenced; or
- (d) in respect of which a liquidator has been appointed provisionally under subsection 472(2); or
- (e) where a controller has been appointed in relation to substantially all of the property of the company.

Note: A controller in relation to property of a company includes a receiver, or receiver and manager, of that property: see section 9.

Schedule B

- 1. Subsection 292(1) (the requirements to prepare a financial report and directors' report);
- 2. Subsection 301(1) (the requirement to have the financial report audited);
- 3. Section 302 (the requirement to prepare and lodge a financial report and directors' report for a half-year);
- 4. Subsections 314(1), 315(1) and 315(4) and section 316 (the requirements concerning distribution of the financial report, directors' report and auditor's report and any concise financial report ("the reports") to members);
- 5. Subsection 317(1) (the requirement for a public company to lay reports before an annual general meeting);

02 / 09 68

6. Subsection 319(1) (the requirement to lodge reports for a financial year with ASIC);
7. Subsection 320(1) (the requirement to lodge half-year reports with ASIC).

Schedule C

1. A financial year of an Entity:
 - (a) which ends no later than 31 May 2003; and
 - (b) in respect of which the Entity was not required to lodge a report with ASIC under subsection 319(1) by a date before the date of this instrument.
2. A half-year of an Entity:
 - (a) which ends no later than 31 May 2003; and
 - (b) in respect of which the Entity was not required to lodge a report with ASIC under subsection 320(1) by a date before the date of this instrument.

Schedule D

1. The Entity and its directors and auditor must comply with Part 2M.3 in relation to a Relevant Financial Year, as if sections 315 and 319(3) were varied so that a person required under those sections to perform an act is required to perform that act by the earlier of:
 - (a) (i) in the case of an Entity that is a disclosing entity – 3 months; or
(ii) in any other case - 4 months,
after the date of a Termination Event in relation to the Entity; or
 - (b) 1 September 2003.
2. The Entity and its directors and auditor must comply with Part 2M.3 in relation to a Relevant Half-Year as if section 320 were varied so that a person required under that section to perform an act is required to perform that act by the earlier of:
 - (a) 75 days after the date of a Termination Event in relation to the Entity; or
 - (b) 1 September 2003.

3. In the case of:

- (a) an Entity in the class of companies referred to in paragraphs (a) or (b) of Schedule A - the administrator;
- (b) an Entity in the class of companies referred to in paragraph (e) of Schedule A, in respect of which a receiver and manager or managing controller has been appointed - the receiver and manager or managing controller, as the case may be;
- (c) an Entity in the class of companies referred to in paragraph (e) of Schedule A, in respect of which a controller who is not a receiver and manager or managing controller has been appointed - the directors,

must:

- (d) as soon as practicable and in any event by:
 - (i) in the case of a Relevant Financial Year - the date by which the Entity would, but for this instrument, be required to lodge a report with ASIC under subsection 319(1); and
 - (ii) in the case of a Relevant Half Year - the date by which the Entity would, but for this instrument, be required to lodge a report with ASIC under subsection 320(1),notify ASIC in writing that the Entity is relying upon this instrument; and
- (e) in the case of a Relevant Financial Year, as soon as practicable, provide a notice to the members of the Entity (and provide a copy to ASIC) that:
 - (i) states that the Entity is relying on this instrument and briefly explains the effect of this instrument; and
 - (ii) to the extent practicable, sets out the following information:
 - (A) whether, in the opinion of the person or persons providing the notice, the members have any on-going economic interest in the Entity; and
 - (B) an estimate of the extent of the on-going economic interest referred to in subparagraph (A).

Interpretation

In this instrument:

- 1. a person is taken to have an "on-going economic interest" in an Entity to which an administrator or controller has been appointed, if the administrator or

controller, as the case may be, believes on reasonable grounds that the Entity will not begin or commence winding up as a consequence of the effect of any or all of:

- (a) the appointment of the administrator or controller, or the performance of the administrator's or controller's functions and duties; and
- (b) other events or actions performed by members or creditors of the Entity or any other person;

and the extent of a member's on-going economic interest is the monetary value of the person's shares in the Entity;

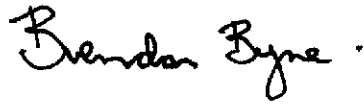
2. "substantially all of the property of the company" when used in reference to a company to which an administrator or controller has been appointed, means assets of the company with a carrying value of at least 90% of the total carrying value of all of the gross assets of the company (as determined by reference to the carrying values of the company's assets immediately prior to the appointment of the administrator or controller, as the case may be, to the company);
3. "Termination Event" in relation to an Entity means any of the following events:
 - (a) in the case of an Entity in the class of companies referred to in paragraph (a) of Schedule A – the end of the administration of the Entity under section 435C; or
 - (b) in the case of an Entity in the class of companies referred to in paragraph (b) of Schedule A – the termination of the deed of company arrangement executed by the Entity; or
 - (c) in the case of an Entity in the class of companies referred to in paragraph (c) of Schedule A – the taking effect of an order by the Court staying the winding up, or terminating the winding up, of the Entity; or
 - (d) in the case of an Entity in the class of companies referred to in paragraph (d) of Schedule A – the provisional liquidator is removed or released and no new provisional liquidator is appointed to the company within 7 days,
 - (e) in the case of an Entity in the class of companies referred to in paragraph (e) of Schedule A – the controller ceases to be a controller of substantially all the property of the Entity and no new controller is appointed to the property within 7 days,

unless the event occurs before 31 May 2003 and immediately after its occurrence, the Entity falls within a different class of companies specified in Schedule A; and

4. references to statutory provisions are to provisions of the Act.

02 09 08

Dated this 5th day of September 2002



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

02 / 0991

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 601QA(1) — Variation**

Under subsection 601QA(1) of the *Corporations Act 2001* (“Act”), the Australian Securities and Investments Commission (“ASIC”) hereby varies Class Order [98/52] by:

1. in the introductory words of the first paragraph, omitting the words “if the” and substituting the text: “if:
 - (1) the”;
2. adding after subparagraph 601GA(1)(a)(vii) as notionally inserted into the Act by that class order the following text:
 - “(viii) an interest 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 and the interests are in a class of interests which is quoted on that financial market and trading in the class is not suspended, under an arrangement where:
 - (A) an offer for the issue of interests is made to each registered holder of interests in that class;
 - (B) each offer is made on the same terms and conditions and on a non-renounceable basis;
 - (C) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer or the date of the issue; and
 - (D) no registered holder may be issued with interests with an application price totalling more than \$5,000 in any consecutive 12 month period,

provided that an offer need not be made to any registered holder whose address is in a place where the responsible entity reasonably considers that it is not lawful or not practical for that entity to offer and issue interests to the person under the arrangement; and

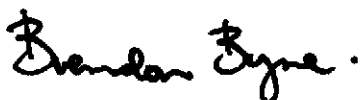
- (2) the following subsection were added after subsection 601GA(1):
 - (1A) For the purposes of subparagraph (1)(a)(viii):
 - (a) **registered holder** means, subject to paragraphs (b) and (c), a person recorded in the register of members of a registered scheme as a member of that scheme;
 - (b) if 2 or more persons are recorded in the register of members as jointly holding interests in the scheme they are taken to be a single registered holder;

- (c) if a trustee or nominee is expressly noted on the register of members as holding interests on account of another person (*beneficiary*):
 - (i) the beneficiary is taken to be the registered holder in relation to those interests; and
 - (ii) any issue of interests to the trustee or nominee is taken to be an issue to the beneficiary;
 - (d) if the interest must under the terms on which it is traded only be transferred together with one or more other interests or other financial products (together a *stapled security*), the \$5,000 limit in subparagraph (viii)(D) applies to the stapled security as if its component interests and products constituted a single interest rather than to any of those components separately; and
 - (e) a reference to an offer for the issue of interests includes a reference to inviting an application for the issue of the interest.”; and
3. deleting the paragraph commencing with the words “And pursuant to” and substituting the following:

“And pursuant to paragraph 601QA(1)(a) of the Act the Commission hereby exempts each responsible entity (except a responsible entity of a time-sharing scheme) from paragraph 601FC(1)(d) of the Act to the extent that it would otherwise prevent the responsible entity from:

- (a) dealing with foreign members in the way described in subparagraphs 601GA(1)(a)(iii), (iv) or (v) as notionally inserted into the Act by this instrument; or
- (b) not making offers under an arrangement as described in subparagraph 601GA(1)(a)(viii), as notionally inserted into the Act by this instrument, to registered holders whose address is in a place where the responsible entity reasonably considers that it is not lawful or not practical to offer and issue interests to the person.”.

Dated this 17th day of September 2002



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

02/0992

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Corporations Act 2001 - Section 340 - ORDER

Pursuant to sub-section 340(1) of the Corporations Act ("the Act") the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby **MAKES AN ORDER** relieving the companies specified in Schedule 1 to this Order and their directors and auditor, from compliance with paragraph 323D(2)(b) of the Act for the purpose of changing their financial year beginning on 1 April 2002 ("the Relevant Financial Year"), subject to the conditions set out in Schedule 2 to this Order.

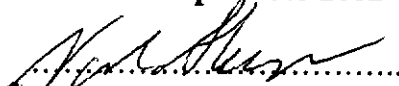
SCHEDULE 1

Glorious Sun (Australia) Pty Ltd ACN 091 122 020
Jeanswest Investments (Australia) Pty Ltd ACN 074 258 781
Sunshine Holdings Corporation Pty Ltd ACN 086 666 739

SCHEDULE 2

- (a) The Relevant Financial Year shall be the 9-month period ending on 31 December 2002.
- (b) The Notes to the financial reports for the Relevant Financial Year shall include a statement as to the relief provided by this Order.

Dated 13 September 2002



Signed by **Victor Starr**

as a **Delegate** of the **Australian Securities and Investments Commission**

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

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

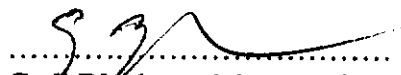
1. deleting the period in paragraph (c) and substituting the words "; or"; and
2. inserting the following paragraph immediately after paragraph (c):
 "(d) comply with any applicable conditions of ASIC Class Order 00/194."

SCHEDULE

Helm Corporation Ltd ABN 30 004 616 068 and any person acting on its behalf.

Dated this 13th day of September 2002

Signed:


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

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

1. 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 specified in Schedule A in the case specified in Schedule B as if section 601GA(1)(a) (as modified by ASIC Class Order [98/52] and ASIC instrument number [02/0830] dated 11 July 2002 and signed by Maree O'Brien as delegate of ASIC were further modified as set out in Schedule C.
2. Pursuant to paragraph 601QA(1)(a) of the Act, ASIC hereby exempts the person specified in Schedule A in the case specified in Schedule B from paragraph 601FC(1)(d) of the Act on the conditions set out in Schedule D, to the extent that such paragraph requires the Responsible Entity to treat members of the same class equally in relation to the timing of offers and issues of Stapled Securities under the Pro-Rata Offer.

Schedule A

Investa Properties Limited ACN 084 407 241 as the responsible entity of the Stapled Scheme
("Responsible Entity")

Schedule B

The Pro-Rata Offer

Schedule C

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

"(iiia) Stapled Securities that include as one of their component parts an interest in the Stapled Scheme may be issued at a consideration

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determined by the Responsible Entity if the interests are first offered at substantially the same time to only and all the then Stapled Security Holders if:

- (A) all the Stapled Securities offered are in the same class;
- (B) the issue price of all the Stapled Securities offered is the same;
- (C) the amount by which the price of the interests in the Scheme as component parts of the Stapled Securities is less than any amount that would otherwise apply under the constitution does not exceed a maximum specified in the constitution;
- (D) the amount of the Stapled Securities offered to each Stapled Security Holder is proportionate to the value of the Stapled Security Holder's interest in the Stapled Group; and
- (E) Stapled Securities not taken up by Stapled Security Holders under the offer are only issued to either:
 - (i) a bona fide underwriter or sub-underwriter who is not associated with the Responsible Entity or to investors (who are not associated with the Responsible Entity) whose subscriptions have been procured by such an underwriter or sub-underwriter in accordance with an underwriting agreement entered into between the underwriter and the Responsible Entity;
 - (ii) a member of the public pursuant to an offer contained in the Disclosure Document,

where if the Responsible Entity of the Scheme and the board of the Stapled Company reasonably consider that it would be in the best interests of the Stapled Security Holders to exclude certain Stapled Security Holders that are connected to a place outside this jurisdiction (**foreign members**) and not unfair to those foreign members, the Stapled Group need not offer or issue the Stapled Securities to the foreign members if the Stapled Securities are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price."

Interpretation:

For the purposes of subparagraph (iia):

Stapled Company means Investa Properties Limited ACN 084 407 241;

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Stapled Scheme means the Investa Property Trust ARSN 088 705 882; and
Stapled Security means a security that may only be traded on the Australian Stock Exchange Limited as one indivisible security and which consists of two component parts being a share in the Stapled Company and a unit in the Stapled Scheme."

Schedule D

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

Interpretation:

In this instrument:

Disclosure Document means the disclosure document to be issued by the Stapled Group, dated on or about 1 August 2002 and containing the terms of the Pro-rata Offer;

Institutional Offer means the offer to those Stapled Securities holders who are professional and sophisticated investors with the meaning of section 9 of the Act at the time set out in the timetable annexed to this instrument as Annexure A;

Pro-Rata Offer means the pro-rata entitlement offer of Stapled Securities to be made by the Stapled Group under the Disclosure Document;

Retail Offer means the offer to those Stapled Securities holders excluded from the Institutional Offer;

Stapled Company means Investa Properties Limited ACN 084 407 241;

Stapled Group means the Stapled Company and the Stapled Scheme;

Stapled Scheme means the Investa Property Trust ARSN 088 705 882;

Stapled Security means a security that may only be traded or transferred on the Australian Stock Exchange Limited as one indivisible security and which consists of a share in Investa Properties Limited (ACN 084 407 241) and a unit in Investa Property Trust ARSN 088 705 882.

02/0994 .

Dated 30 July 2002

A handwritten signature in black ink, appearing to read 'Alison Haines', with a stylized flourish at the end.

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

Annexure A

TIMETABLE

Event	Date
Trading halt commences	T
Trading halt ends	T + 1
Prospectus lodged with ASIC	T
Institutional Offer Opening Date	T
Institutional Offer Closing Date	T
Record Date for the Pro-Rata Offer (5.00pm)	T + 3
Dispatch of Prospectus	T + 5
Retail Offer Opening Date	T + 5
Allotment of Stapled Securities pursuant to the Institutional Offer (Pro-Rata component and institutional shortfall) and First Allotment of stapled Securities pursuant to the Retail Offer	T + 10
Dispatch Allotment notices	T + 11
Normal T + 3 trading commences for First Allotment securities	T + 14
Retail Offer Closing Date	T + 19
Second Allotment of Stapled Securities pursuant to the Retail Offer	T + 31
Process and dispatch refund letters and final day for dispatch of allotment notices	T + 33
Normal T + 3 trading commences for Second Allotment securities	T + 34

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

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

Schedule A

Macquarie Airports Management Limited (ACN 075 295 760)

Schedule B

Southern Cross Australian Airports Trust (ARSN 100 746 521)

Schedule C

To the extent that s. 601FC(1)(d) requires the responsible entity to treat members of the same class equally, the responsible entity, where it is acting in accordance with a provision of the constitution of the scheme to the effect that if the responsible entity reasonably considers that it would be in the best interests of members of the scheme to do so, may:

- (a) require certain members that are connected to a jurisdiction outside Australia (“foreign members”) to dispose of their interests in the scheme; or
- (b) dispose of the interests of the foreign members on their behalf,

in order:

- (a) that the scheme may be eligible for or that the scheme may retain a declaration that the scheme is a substantially Australian investment fund under the Ownership Regulations;
- (b) to avoid the responsible entity becoming a foreign person under the Ownership Provisions or Ownership Regulations (together “the foreign ownership restrictions”); or
- (c) to avoid any breach or potential breach of the Ownership Provisions or non-compliance or potential non compliance with the Ownership

02/0995

Regulations, in relation to any Airport Investment by the scheme or the responsible entity.

Schedule D

1. The responsible entity reasonably considers that it would be in the best interests of members to exclude foreign member from holding units.
2. Any disclosure document relevant to the units discloses the disposal mechanism provided for by this instrument of relief.
3. The responsible entity forwards to foreign members as soon as reasonably practicable the proceeds upon disposal of the units, subject to any allowable deductions for reasonable fees, costs and expenses of, or incidental to, the disposals that are provided for in the constitution of the scheme and disclosed to prospective unit holders.
4. The responsible entity must remind all unit holders of the foreign ownership restrictions in its annual reports, semi-annual reports and member statements in respect of the scheme that are required to be sent to members pursuant to the Act.
5. Interests in the scheme are not offered, traded or listed on an Australian licensed financial market or on an approved Australian securities or stock exchange.

Interpretation:

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

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

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

Dated the 3rd day of September 2002.



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

02 / 09 96

**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”) ASIC hereby exempts Colonial First State Investments Limited (ACN 002 348 352), being the responsible entity of each of the registered schemes as referred to in Schedule A (the “responsible entity”), in relation to persons who are former members of the investment product referred to in Schedule B from paragraph 601FC(1)(d) of the Act in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as they are met.

SCHEDULE A

Each of the following registered schemes together form the Colonial First State – FirstChoice investment product:

1. Fixed Interest Blended (ARSN 100 131 833)
2. Australian Shares Blended (ARSN 100 134 736)
3. Global Shares Blended (ARSN 100 134 834)
4. Property Securities Blended (ARSN 100 134 245)
5. Conservative Blended (ARSN 100 133 453)
6. Moderate Blended (ARSN 100 131 940)
7. Growth Blended (ARSN 100 131 333)
8. High Growth Blended (ARSN 100 132 778)
9. Defensive Blended (ARSN 100 134 665)
10. Cash (ARSN 100 131 422)
11. Fixed Interest Fund Number 1 (ARSN 100 131 244)
12. Fixed Interest Fund Number 2 (ARSN 100 130 685)
13. Fixed Interest Fund Number 3 (ARSN 100 130 970)
14. Australian Share Fund Number 1 (ARSN 100 133 015)
15. Australian Share Fund Number 2 (ARSN 100 133 186)
16. Australian Share Fund Number 3 (ARSN 100 131 717)
17. Australian Share Fund Number 4 (ARSN 100 131 440)
18. Australian Share Fund Number 5 (ARSN 100 131 548)
19. Australian Share Fund Number 6 (ARSN 100 132 063)
20. Australian Share Fund Number 7 (ARSN 100 132 152)
21. Australian Share Fund Number 8 (ARSN 100 132 269)
22. Australian Share Fund Number 9 (ARSN 100 132 447)
23. Australian Share Fund Number 10 (ARSN 100 132 625)
24. Global Share Fund Number 1 (ARSN 100 130 318)
25. Global Share Fund Number 2 (ARSN 100 130 425)
26. Global Share Fund Number 3 (ARSN 100 131 119)
27. Global Share Fund Number 4 (ARSN 100 129 708)
28. Global Share Fund Number 5 (ARSN 100 130 292)
29. Global Share Fund Number 6 (ARSN 100 129 851)
30. Global Share Fund Number 7 (ARSN 100 129 940)
31. Property Securities Fund Number 1 (ARSN 100 133 908)
32. Property Securities Fund Number 2 (ARSN 100 134 012)
33. Property Securities Fund Number 3 (ARSN 100 134 487)
34. Moderate Fund Number 1 (ARSN 100 134 325)

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35. Moderate Fund Number 2 (ARSN 100 134 281)
36. Moderate Fund Number 3 (ARSN 100 134 129)
37. Conservative Fund Number 1 (ARSN 100 133 793)
38. Conservative Fund Number 2 (ARSN 100 133 659)
39. Conservative Fund Number 3 (ARSN 100 133 471)
40. Growth Fund Number 1 (ARSN 100 129 637)
41. Growth Fund Number 2 (ARSN 100 133 659)
42. Growth Fund Number 3 (ARSN 100 132 947)
43. Growth Fund Number 4 (ARSN 100 133 220)
44. High Growth Fund Number 1 (ARSN 100 129 673)
45. High Growth Fund Number 2 (ARSN 100 129 691)
46. Specialist Fund Number 1 (ARSN 100 130 167)
47. Specialist Fund Number 2 (ARSN 100 130 872)

SCHEDULE B

Each of the following registered schemes together form the Colonial Easy Options investment product:

1. Colonial Cash (CFS) Fund (ARSN 087 122 021)
2. Colonial Fixed Interest (Pre-mixed) Fund (ARSN 087 121 659)
3. Colonial Mortgage (CFS) Fund (ARSN 087 120 303)
4. Colonial Australian Share (Pre-mixed) Fund (ARSN 087 122 638)
5. Colonial Australian Share (CFS) Fund (ARSN 087 121 088)
6. Colonial Australian Share Fund 1 (ARSN 087 121 006)
7. Colonial Australian Share Fund 2 (ARSN 087 120 876)
8. Colonial Australian Share Fund 3 (ARSN 087 120 723)
9. Colonial Australian Share Fund 4 (ARSN 087 120 625)
10. Colonial International Share (Pre-mixed) Fund (ARSN 087 122 834)
11. Colonial International Share (CFS) Fund (ARSN 087 119 793)
12. Colonial International Share Fund 1 (ARSN 087 120 456)
13. Colonial International Share Fund 2 (ARSN 087 120 803)
14. Colonial Property Securities (Pre-mixed) Fund (ARSN 087 122 101)
15. Colonial Property Securities (CFS) Fund (ARSN 087 119 926)
16. Colonial Property Securities Fund 1 (ARSN 087 120 910)
17. Colonial Property Securities Fund 2 (ARSN 087 120 661)
18. Colonial Capital Stable (Pre-mixed) Fund (ARSN 087 121 686)
19. Colonial Balanced (Pre-mixed) Fund (ARSN 087 123 046)
20. Colonial Diversified Growth (Pre-mixed) Fund (ARSN 087 120 536)

SCHEDULE C

The acceptance and retention of an amount for initial investment in the Colonial First State – FirstChoice investment product from a person who is a former member of the Colonial Easy Options investment product (as referred to in Schedule B) on a basis that differs from that applying to other persons who are applying for an initial investment into the Colonial First State – FirstChoice investment product and that is an amount:

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- (a) the person is entitled to receive as a result of that person's interests in each of the registered schemes referred to in Schedule B through the Colonial Easy Options investment product which is being terminated; and
- (b) that is less than the required minimum application amounts for the Colonial First State – FirstChoice investment product (including any minimum application amounts for each of the registered schemes referred to in Schedule A under the Colonial First State – FirstChoice investment product); and
- (c) that is less than the required minimum investment balances for the Colonial First State – FirstChoice investment product (including any minimum investment balances for each of the registered schemes referred to in Schedule A under the Colonial First State – FirstChoice investment product).

SCHEDULE D

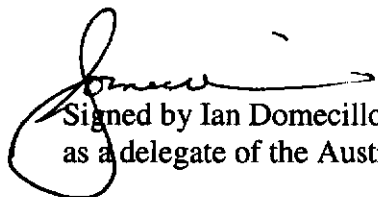
1. The responsible entity must ensure that where an arrangement of a kind referred to in Schedule C is in place or is to be offered, a statement of that fact is or has been disclosed:
 - (a) to existing members of each of the registered schemes in Schedule A by no later than the date of the first communication by the responsible entity to all members of each of the registered schemes referred to in Schedule A after the date when the arrangement is first offered; and
 - (b) in any disclosure document or Product Disclosure Statement required by the Act in relation to each of the registered schemes referred to in Schedule A.
2. The responsible entity must ensure that the calculations of any of the fees paid or payable to it by any persons in relation to each of the registered schemes referred to in Schedule A are based on a percentage of the assets of that registered scheme only, and not based on the costs in performing its functions in relation to that registered scheme.
3. The responsible entity must ensure that the arrangements referred to in Schedule C do not adversely affect the fees that are paid or to be paid by any other members of each of the registered schemes referred to in Schedule A who is not a party to these arrangements.
4. The responsible entity must ensure that the arrangements referred to in Schedule C do not adversely affect the returns that are received or to be received by any other members of each of the registered schemes referred to in Schedule A who is not a party to these arrangements.
5. The responsible entity must ensure that the number of persons to which the arrangements in Schedule C apply to is no more than 800 at any time.
6. The responsible entity must ensure that at all times after 16 October 2002, the value of the interests in each of the registered schemes referred to in Schedule A for the former members of the Colonial Easy Options investment product (as referred to in

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Schedule B), to which the arrangements in Schedule C apply to, is less than 5% of the total value of the interests of all members in that registered scheme.

7. The responsible entity must ensure that the structure of the Colonial First State – First Choice investment product would result in each of the registered schemes referred to in Schedule A to invest in other wholesale managed investment schemes which are to be invested through an investment mandate with a number of investment managers, with a total asset value of these managed investment schemes to be at least \$2.4 billion Australian dollars at all times after 16 October 2002.

Dated the 16 April 2002



Signed by Ian Domicillo
as a delegate of the Australian Securities and Investment Commission

02/0997

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

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

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

and section 708 does not say otherwise.

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

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

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

Schedule A

Any person (the "Seller") who makes an offer of interests in the Deutsche Industrial Trust (ARSN 090 879 137) ("the Trust") for sale of the kind referred to in Schedule B.

Schedule B

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

1. The interests were issued on or after the Commencement Date and before 12 September 2002.
2. The interests are covered by at least one of the categories of Relief set out in Schedule C.
3. A Reliance Notice is provided to ASIC by Deutsche Asset Management (Australia) Limited (ABN 11 076 098 596) ("Responsible Entity") in its capacity as the responsible entity of the Trust within 5 business days after the issue of the interests.

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Schedule C – Categories of relief

Category 1

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

Category 2

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

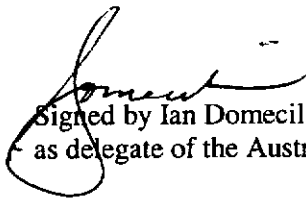
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Interpretation

In this instrument:

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

Dated the 23rd day of May 2002.



Signed by Ian Domicillo
as delegate of the Australian Securities and Investments Commission

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

02/0998

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

Schedule A

ASGARD Capital Management Limited ACN 009 279 592 (the "responsible entity")

Schedule B

ASGARD Investment Funds Account ARSN 088 579 622 (the "scheme")

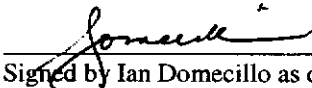
Schedule C

The proposed amendment to the constitution of the scheme by the responsible entity deleting the provisions dealing obligations that reflect regulation 7.12.15(1)(f) of the old Law (as defined in section 1451 of the Act) to enable the benefit of the terms of the exemption issued by ASIC in its class orders CO 02/214 and CO 01/52 dealing with differential fee arrangement (the "differential fee arrangement") to be obtained in respect of the scheme (the "amendment").

Schedule D

1. The amendment neither results in an increase in any member's fees nor adversely affects any fees paid by any member of the scheme;
2. The members of the scheme are notified about the amendment after the date of this instrument but before the amendment is made (the "notice");
3. The notice to members must clearly explain the amendment and the nature of the differential fee arrangement for them to understand the nature of the amendment;
4. The notice sent to members must prominently state that if:
 - (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members;ask for a vote on the amendment within 21 days from the date of the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on the amendment or will not proceed with the amendment;
5. The notice sent to members must state that if there is a postal vote, the voting paper will be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent and that only votes received by the responsible entity within 28 days after the issue of the voting papers will be counted;
6. The responsible entity must comply with the terms of the notice as soon as possible;
7. The notice to members must state that if sufficient members do not request a vote within the timeframe specified in the notice, the responsible entity will make the necessary amendments to the constitution of the scheme as soon as possible but no later than 4 months after the last day for receipt of a request for a vote (as provided in paragraph 4 of this schedule)".

Dated this 20th day of August 2002


Signed by Ian Domecillo as delegate of the
Australian Securities and Investments Commission

02 / 09 99

**Australian Securities and Investments Commission
Corporations Act 2001 – Section 1075A – Declaration**

Under section 1075A(1) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that:

- (a) for the purposes of paragraph 7.11.03(1)(b) of the *Corporations Regulations 2001* (the "Regulations"), the class of financial products referred to in Schedule A are financial products the transfer of which will be effected through ASTC under the Regulations; and
- (b) Part 7.11 of the Act, and the Regulations as they apply to references in that Part, apply to the financial products referred to in Schedule A as if the provisions mentioned in Schedule B were modified as specified in that Schedule.

SCHEDULE A - Financial Products

Equitable interests, described as instalment receipts ("*IRs*"), in units in the Deutsche Retail Infrastructure Trust (ARSN 094 752 806) (the "*Trust*") that are issued or made available by IYS Instalment Receipt Limited (ABN 37 094 756 056) ("*IYS*") and being more particularly defined in the definition of "IYS" in clause 1.1 of the trust deed between IYS and Deutsche Bank AG, Sydney Branch (ABN 13 064 165 162), dated on or about 1 November 2000, as amended from time to time (the "*Constitution*").

SCHEDULE B - Modifications

- 1 Insert in regulation 7.11.01 of the *Corporations Regulations 2001* (the "Regulations"), in the appropriate alphabetical order, the following definitions:

""**Constitution**", in relation to an IR, means the trust deed between IYS Instalment Receipt Limited (ABN 37 094 759 056) and Deutsche Bank dated on or about 1 November 2000, as amended from time to time;"

""**Deutsche Bank**" means Deutsche Bank AG, Sydney Branch (ABN 13 064 165 162);"

""**IR**" means an equitable interest, described as an instalment receipt, in a unit in the Trust and that is issued or made available by IYS Instalment Receipt Limited (ABN 37 094 756 056), being more particularly defined in the definition of "IYS" in clause 1.1 of the Constitution;"

""**Trust**" means the Deutsche Retail Infrastructure Trust (ARSN 094 752 806), units in which are issued or made available by Deutsche Asset Management (Australia) Limited (ABN 11 076 098 796);"

02/0999

- 2 Omit subregulation 7.11.03(4) of the Regulations and substitute the following subregulation:

"(4) If:

- (a) there is a suspension of the quotation of the IRs; and
- (b) during the suspension, the Trust ceases to be included in the official list of the Australian Stock Exchange Limited ("ASX");

the IRs are taken to stop being quoted at the time the Trust ceases to be included in the official list of ASX."

- 3 In subregulation 7.11.27(1) of the Regulations:

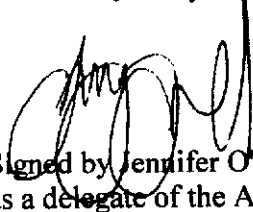
- (a) omit the words "a Division 4 financial product (other than rights)" and substitute the words "an IR";
- (b) omit the colon after the word "time";
- (c) omit paragraphs 7.11.27(1)(a) and (b); and
- (d) insert after the words "at a particular time" the following:

", the transferee is taken to have agreed at that time to accept the IR subject to the terms and conditions of the Constitution applicable at that time as between the issuer of the IRs and the holder for the time being of the IR, and between the holder for the time being of the IR and Deutsche Bank."

Commencement

This instrument takes effect on the commencement of Schedule 1 to the *Financial Services Reform Act 2001*.

Dated this 21 day of March 2002



Signed by Jennifer O'Donnell
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission

02 / 1000

Corporations Act 2001 – Section 741(1) Declaration

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

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

Schedule A

Hillross Financial Services Limited (ABN 77 003 323 055)

Schedule B

An offer for interests in the scheme known as The Investment Service (ARSN 089 056 879) under a disclosure document which has been lodged on or about the date of this instrument.

Dated this 21 day of August 2002



Signed by Theo Tsoukatos
as a delegate of the Australian Securities & Investments Commission

02 / 1001 -

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

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

SCHEDULE A — WHO IS EXEMPT

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

- (a) Juniper Residential Holdings Pty Ltd (ACN 086 995 842); and
- (b) any other person offering an interest in the scheme for issue,

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

SCHEDULE B — SCHEMES EXEMPTED

Operating a managed investment scheme which involves an owner (investor) of real property (strata unit), in the investor’s discretion, making their strata unit available for use by a person (operator) as part of a serviced apartment, hotel, motel or resort complex located at Triton Street, Palm Cove in the state of Queensland and described as Part of Lot 4 and all of Lot 5 on Registered Plan 745129 and Part of Lot 2 on Registered Plan 732379 developed in accordance with an approval of the Cairns City

Council dated 9 July 2002 (a copy of which was given to ASIC on 1 August 2002) and in relation to which on 1 March 2000 there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme, where:

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

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

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

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

SCHEDULE D — THE DISCLOSURE STATEMENT

- 1 The disclosure statement must:
 - (a) describe the main features of the interests in the scheme;
 - (b) set out the main terms and conditions of the offer; and
 - (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format),

sufficiently to enable a typical investor in those interests to make an informed decision whether to become a member of the scheme, having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.
- 2 The questions are:
 - (a) What is being offered?
 - (i) How are the investor's property rights affected by holding an interest in the scheme?
 - (ii) What key rights will investors have in relation to the use of their strata unit by the operator?
 - (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the scheme? How will it be operated?
 - (iv) What are the key terms of any lease, licence or rights that investors are to confer on the operator in relation to the operation of the scheme?

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

these liabilities? For example, how will any repairs, refurbishment or replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?

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

- (i) How can the entity signing the disclosure statement be contacted?
 - (ii) Is there any particular information available to a prospective or existing investor on request made to that entity? If so, how can that information be obtained?
 - (iii) When and how is the operator to report to an investor in the scheme on the operations of the scheme (including the scheme's performance)?
- 3 The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
- (a) an investment adviser who is either an Australian financial services licensee or an authorised representative of an Australian financial services licensee;
 - (b) a taxation adviser; and
 - (c) a lawyer,

before making a decision to become a member of the scheme and if the disclosure statement is given to a person that does not own and has not agreed to buy a strata unit to which the scheme relates, also before signing any contract to buy a strata unit on the basis that the person will become a member.

SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

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

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

3. *Price payable on transfer*

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

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

4. *Voting*

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

- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

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

6. *Assistance*

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

7. *Definitions*

In this Schedule:

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

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

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

Interpretation

In this instrument:

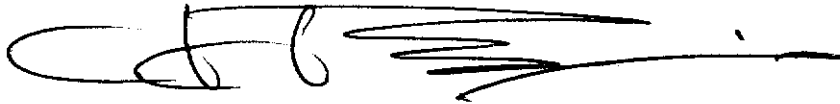
1. “financial services licensee” means:

- (a) a financial services licensee within the meaning of the Act; and

- (b) a person who, on 11 March 2002, was the holder of a dealers licence within the meaning of the old Corporations Act (as defined in subsection 1410(1) of the Act), until the earlier of:
 - (i) if ASIC revokes the person's dealers licence - the date of that revocation; or
 - (ii) 11 March 2004; and

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

Dated this 10th of September 2002



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

02/1002

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

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

SCHEDULE A — WHO IS EXEMPT

Break Free Resorts Pty Ltd ACN 100 016 635 and any person ("Operator") who operates a scheme of the kind specified in Schedule B ("Scheme") other than a person who is aware that any disclosure statement required to be given by a person under this instrument or any Product Disclosure Statement required to be given to a person under the Act in relation to the Scheme, was not given or was given but did not comply with the Act.

SCHEDULE B — SCHEMES EXEMPTED

A managed investment scheme that involves registered proprietors ("Investors") of strata title units, community title interests or similar interests in real property ("Strata Units"), in the Investor's discretion, making their Strata Unit available for use as part of a serviced apartment, hotel, motel or resort complex known as "Paradise Island Resort" located at I Paringa Drive, Surfers Paradise, Queensland and comprising Lots 1-134 on Building Units Plan 101508 registered with the Queensland Land Registry in relation to which:

- (a) each Strata Unit can be lawfully used as a residence;
- (b) each Investor and the Operator may withdraw from participation in the Scheme on no more than 90 days' notice and an Investor that withdraws will not be bound after that notice expires to allow use of their Strata Unit except for occupation of the Strata Unit:
 - (i) by a person other than the Operator or an associate of the Operator; and
 - (ii) under an agreement that the Operator made with that person before the notice of withdrawal was given;
- (c) each Investor may, if the Investor withdraws from participation in the Scheme, appoint another person to manage their Strata Unit;
- (d) the Operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is an Australian financial services licensee;
- (e) no payment is liable to be made by an Investor to participate in the Scheme other than:

- (i) payment of money to buy the Strata Unit; and
- (ii) one or more payments of the Investor's reasonable proportion of the Operator's fees and expenses with respect to the management of the Scheme where each such payment:
 - (A) relates to a period of no more than 3 months; and
 - (B) is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the Operator during that period;
- (f) the sale of the Strata Unit is not and was not conditional on participation in the Scheme and there is no obligation on any person to ensure that other owners of Strata Units agree to participate in the Scheme;
- (g) each Investor who is a member of the Scheme prior to the date of this instrument has, on or before 20 October 2002, been given:
 - (i) notice in writing that they may immediately withdraw from participation in the Scheme in their discretion and without penalty, by giving the Operator notice in writing;
 - (ii) notice in writing that they may, in their discretion, enter into a new written agreement for making their Strata Unit available for use as part of the Scheme which agreement includes provisions as specified in Schedule E; and
 - (iii) a disclosure statement which complies with Schedule D;
- (h) the Operator has provided to ASIC the notices and disclosure statement referred to in paragraph (g) before they are sent to members; and
- (i) as from 20 October 2002 the serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the Operator and each Investor which agreement includes provisions as specified in Schedule E.

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

- 1 The Operator must ensure that any part of the Scheme property held in cash or on deposit with an Australian ADI or a financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- 2 Each person that is involved in making an offer of interests in the Scheme for issue ("Promoter") must:
 - (a) not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers; and
 - (b) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer is made at or before the making of the offer;
 - (c) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that the disclosure statement is signed and dated by the Operator or, if the Operator is not knowingly concerned in the offer, by a Promoter; and

- 3 The Operator must comply with the provisions specified in Schedule E which are included in the agreement referred to in paragraph (g) of Schedule B.

SCHEDULE D — THE DISCLOSURE STATEMENT

- 1 The disclosure statement must:

- (a) describe the main features of the interests in the Scheme;
- (b) set out the main terms and conditions of the offer; and
- (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format),

sufficiently to enable a typical investor in those securities to make an informed decision whether to become a member of the Scheme, having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.

- 2 The questions are:

- (a) What is being offered?

- (i) How are the Investor's property rights affected by holding an interest in the Scheme?
- (ii) What key rights will Investors have in relation to the use of their Strata Unit by the Operator?
- (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the Scheme? How will it be operated?
- (iv) What are the key terms of any lease, licence or rights that Investors are to confer on the Operator in relation to the operation of the Scheme?
- (v) Does the Operator own or have rights in relation to any property that may adversely affect:
 - (A) how the Scheme would operate if the Operator were changed; or
 - (B) the amount Investors are likely to receive for use of their Strata Unit if the property ceases to be available (for whatever reason),

and, if so, what are those rights? How could the adverse effect happen?

- (b) What are the risks and returns of the investment?

- (i) How, in general terms, will the operation of the serviced apartment, hotel, motel or resort complex generate returns for Investors?
- (ii) When and how are these returns to be calculated and made available to Investors?
- (iii) Are Investors in the Scheme guaranteed or promised that they will receive a particular rate of return from the Scheme? If so:
 - (A) what are the conditions for receiving the benefits of this guarantee or promise;

- (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
 - (C) what is the financial position of the person giving the guarantee or promise; and
 - (D) on what basis do Investors receive returns once the guarantee or promise expires?
- (iv) If no particular rate of return is guaranteed or promised:
- (A) is the Operator aiming to achieve a particular return;
 - (B) can Investors expect any particular return; or
 - (C) are returns from the Scheme uncertain?
- (v) If returns from the Scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the rate of return what are the main factors that will affect occupancy rates?
- (vi) Do Investors have potential liability to pay moneys in relation to the Scheme or their ownership of a Strata Unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these liabilities? For example, how will any repairs, refurbishment or replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?
- (vii) Is there a suggested minimum period of time that an Investor's investment should remain in the Scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
- (c) What are the fees, charges, expenses and taxes associated with the Scheme?
- (i) What fees, charges, expenses or taxes, if any, may be payable by an Investor if they join the Scheme?
 - (ii) What fees, charges, expenses or taxes, if any, may be payable by an Investor if they withdraw from the Scheme?
 - (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the Scheme or otherwise borne by Investors?
 - (iv) What general kinds of tax are likely to be payable on an Investor's returns on investment in the Scheme?
- (d) Who is the Operator?
- (i) If the Operator signs the disclosure statement, who is it and what are its credentials in operating hotels, motels, resorts or serviced apartment complexes (including details of its principal activities and relevant experience)?
 - (ii) If the Operator does not sign the disclosure statement, how, and on what basis, will the Operator be selected to undertake the operation of the Scheme?

- (iii) If the Operator signs the disclosure statement and the Operator is to engage a person to operate the complex on its behalf, what credentials will that person have to operate the hotel, motel, resort or serviced apartment complex?
- (iv) What are the custodial arrangements for holding the money of the Scheme including money held for distribution to members and to meet expenses of the Scheme?
- (e) When can investments be withdrawn and transferred?
 - (i) When and how can an Investor withdraw from the Scheme?
 - (ii) Can the interest in the Scheme be transferred and, if so, in what circumstances? What legal requirements apply?
- (f) What information can be obtained?
 - (i) How can the entity signing the disclosure statement be contacted?
 - (ii) Is there any particular information available to a prospective or existing Investor on request made to that entity? If so, how can that information be obtained?
 - (iii) When and how is the Operator to report to an Investor in the Scheme on the operations of the Scheme (including the Scheme's performance)?
- 3 The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
 - (a) an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
 - (b) a taxation adviser; and
 - (c) a lawyer,

before making a decision to become a member of the Scheme and if the disclosure statement is given to a person that does not own and has not agreed to buy a Strata Unit to which the Scheme relates, also before signing any contract to buy a Strata Unit on the basis that the person will become a member.

SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1 Transfer of management rights

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

2 *Consent of body corporate to new caretaking arrangements*

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

3 *Price payable on transfer*

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

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

4 *Voting*

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

5 *Costs*

- (a) Any member may arrange a valuation or auction of, or may market, the management rights before or after the expiration of the 9 month period referred to in paragraph 1(a) of this

Schedule for the purposes of determining a price to be specified in a notice under paragraph 1(b) of this Schedule.

- (b) If a member incurs any reasonable valuation, auction or marketing costs under paragraph 5(a) of this Schedule that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the management rights when the price is paid to the Operator.

6 *Assistance*

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

7 *Definitions*

In this Schedule E:

“Scheme members” means Investors in the Scheme excluding the Operator and its associates;

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

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

Interpretation

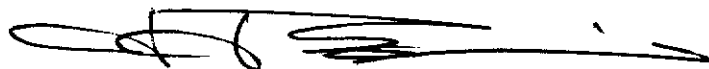
In this instrument:

1. “financial services licensee” means:

- (a) a financial services licensee within the meaning of the Act; and
- (b) a person who on 11 March 2002 is the holder of a dealers licence within the meaning of the old Corporations Act (as defined in subsection 1410(1) of the Act), until the earlier of:
 - (i) if ASIC revokes the person's dealers licence - the date of that revocation;
or
 - (ii) 11 March 2004; and

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

Dated this 10th day of September 2002



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

02/1003

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

Order Revoking Licence

TO: Smyth King Mortgages Fund Limited, ACN: 089 263 007(" the Licensee")
Level 21, 1 Castlereagh Street
SYDNEY NSW 2000,

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 192537 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of September 2002.

Signed

Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

02/1004

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

TO: Hallmark Financial Planners Pty Ltd, ACN: 060 844 448 ("the Licensee")
PO Box 836
West Perth WA 6872

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 158373 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of September 2002.

Signed *B. Jones*

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

02 / 1005

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

TO: The Eco Fund Managers Pty Ltd, ACN: 066 067 141 ("the Licensee")
Level 40, AMP Centre
50 Bridge St
Sydney NSW 2000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 87371 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 12th day of September 2002.

Signed *B. Jones*

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

02 / 1006

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

TO: Gregory McBride ("the Licensee")
Level 1
6 Heussler Tce
Milton QLD 4064

Pursuant to paragraph 824(d) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes the Licence Number 10938 with effect from when this order is served on the Licensee.

Dated this 16th day of September 2002.

Signed *Bill Jones*

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

02 / 1007

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

TO: GRO Securities Ltd, ACN: 089 912 603 ("the Licensee")
PO Box 1957
Milton QLD 4064

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 192943 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 16th day of September 2002.

Signed *B. Jones*

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

02/1011

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

Pursuant to paragraph 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 shall have effect in its application to the person and the Scheme referred to in Schedule A in the case referred to in Schedule B as if subsection 711(6) of the Act were modified or varied by replacing the expression "13 months" with the expression "14 months".

Schedule A

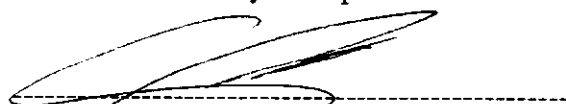
UBS Global Asset Management (Australia) Limited ACN 003 146 290 (the "responsible entity") as responsible entity for the UBS Warburg Cash Management Trust ARSN 090 430 587 (the "Scheme").

Schedule B

The prospectus issued by the responsible entity dated 12 September 2001 in respect of interests in the Scheme (the "Prospectus"), when read together with the supplementary prospectus to be lodged with ASIC on or about 27 September 2002 (the "Updated Prospectus") contains:

- (a) a statement to the effect that:
 - (i) the Updated Prospectus contains all information that would be required by section 710 of the Act; and
 - (ii) the Updated Prospectus does not contain any material statement that is false or misleading;
- (b) confirmation of the completeness and accuracy of all statements made in the Prospectus and if applicable, in the supplementary prospectus, which purports to be made by an expert or to be based on a statement by an expert ("Expert"); and
- (c) a consent in accordance with section 716(2) of the Act from each Expert to the inclusion of the statement referred to in clause (b) of Schedule B above.

Dated this 11th day of September 2002



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

02/1012

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

Pursuant to paragraph 741(1)(a) of the Corporations Act 2001 (the “Act”), the Australian Securities and Investments Commission exempts the persons specified in Schedule A in the case described in Schedule B and in relation to the supplementary prospectus described in Schedule C (the “Supplementary Prospectus”) from compliance with subsection 719(2) of the Act to the extent necessary to permit each copy of the Supplementary Prospectus to differ from the original Supplementary Prospectus that was lodged by not including the statements required by subsection 719(2) of the Act.

SCHEDULE A

UBS Global Asset Management (Australia) Limited ACN 003 146 290 (“the Issuer”) and anyone acting for or on behalf of the Issuer.

SCHEDULE B

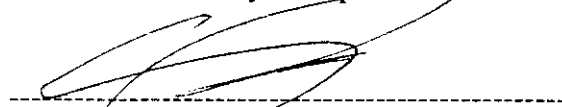
Where the copy of the Supplementary Prospectus:

- (a) is bound with the original disclosure document or is in the form of a sticker affixed to the original disclosure document in a prominent and otherwise blank space;
- (b) is identified as a supplementary prospectus in a clear and prominent way; and
- (c) does not in any way relate to information contained in any supplementary prospectus previously issued in relation to the same original disclosure document.

SCHEDULE C

The Supplementary Prospectus dated on or about 27 September 2002 which relates to an original disclosure document dated 12 September 2001 issued by the Issuer for the UBS Warburg Cash Management Trust ARSN 090 430 587.

Dated this 11th day of September 2002



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

02 / 10 18



Corporations (Exempt Stock Market — ABB Grain Limited) Declaration Revocation 2002

I, IAN GORDON CAMPBELL, Parliamentary Secretary to the Treasurer, make this instrument under subsection 1418 (4) of the *Corporations Act 2001*.

Dated *11th of September 2002*


Parliamentary Secretary to the Treasurer

- 1 Name of instrument**
This instrument is the *Corporations (Exempt Stock Market — ABB Grain Limited) Declaration Revocation 2002*.
- 2 Commencement**
This instrument commences on gazettal.
- 3 Revocation**
The *Corporations (Exempt Stock Market — ABB Grain Limited) Declaration 2000* is revoked.



02 / 10 19

ASIC

Australian Securities & Investments Commission

Level 13, CGU Tower
485 LaTrobe Street
GPO Box 9827, Melbourne VIC 3001,
DX 423 Melbourne

Telephone: (03) 9280 3200
Facsimile: (03) 9280 3444

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Corporations Act 2001 - Section 340 - ORDER

Pursuant to sub-section 340(1) of the Corporations Act ("the Act") the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby **MAKES AN ORDER** relieving the company specified in Schedule 1 to this Order and its directors and auditor, from compliance with paragraph 323D(2)(b) of the Act for the purpose of changing its financial year beginning on July 1, 2002 ("the Relevant Financial Year"), subject to the conditions set out in Schedule 2 to this Order.

SCHEDULE 1

Mount Hira College ACN 093 977 621

SCHEDULE 2

- (a) The Relevant Financial Year shall be the six-month period ending on December 31, 2002.
- (b) The Notes to the financial report for the Relevant Financial Year shall include a statement as to the relief provided by this Order.

Dated September 19, 2002.

Victor Starr
.....

Signed by **Victor Starr**

as a **Delegate** of the **Australian Securities and Investments Commission**

02 / 10 20

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

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

SCHEDULE A — PERSONS EXEMPTED

The Innovation Group PLC (the "issuer"), and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

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

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

which is made pursuant to The Innovation Group PLC Global Stock Option and Incentive Plan ("employee share scheme"), and which meets the further requirements set out in Schedule C, but does not apply to:

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

SCHEDULE C — FURTHER REQUIREMENTS

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

- 1 The shares the subject of the offer or option must be of a body securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be made pursuant to an employee share scheme extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.

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- 4 The offer must be in writing (the offer document) and:
- (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
- 5 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;
- but disregarding any offer made, or option acquired or share issued by way of or as a result of:
- (c) an offer to a person situated at the time of receipt of the offer outside Australia; or

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(d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or

(e) an offer that did not need disclosure to investors because of section 708 of the Act;

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

SCHEDULE D — CONDITIONS

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

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

Interpretation

For the purposes of this instrument:

1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.

2 A body corporate is an associated body corporate of an issuer if:

(a) the body corporate is a related body corporate of the issuer; or

(b) the body corporate has voting power in the issuer of not less than 20%; or

(c) the issuer has voting power in the body corporate of not less than 20%;

(applying the definition of "voting power" contained in section 610 of the Act).

3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.

4 An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.

5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:

(a) 1 cent per option; or

(b) 1% of the exercise price in respect of the option.

6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:

(a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore

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Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:

- (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
- (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or

(b) NASDAQ National Market.

7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Date: 18 September 2002



Signed by Therese Boumelhem
as delegate of the Australian Securities and Investments Commission

02/1021

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
SUBSECTION 340(1) CORPORATIONS ACT 2001
ORDER**

PURSUANT to subsection 340(1) of the Corporations Act 2001, the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") HEREBY MAKES AN ORDER in relation to the financial year ending on 30 June 2002 ("the Relevant Financial Year") of the companies mentioned in the Schedule (the "Companies") and exempts:

- (a) the Companies from compliance with subsections 301(1) and 314(1)(a)(iii) of the Act; and
- (b) the auditor of the Companies (if any) from compliance with sections 307 and 308 of the Law,

in relation to the Companies financial report for the Relevant Financial Year, ON CONDITION THAT:

- (c) the Companies complied with all of the conditions contained in the Class Order other than the condition contained in paragraph (c) of the Class Order; and
- (d) the Companies did not have its financial report or financial statements audited for a financial year ending during 1993 or any later financial year, prior to the Relevant Financial Year, except for the financial year ended 30 June 2001.

This order applies to the Companies only in relation to the Relevant Financial Year.

INTERPRETATION

In this Order:

- (a) the "Class Order" is ASIC Class Order 98/1417 dated 13 August 1998; and
- (b) each term has the same meaning as that term is given by the Class Order (except where otherwise specified in this order).

SCHEDULE

Gilbert Motors Pty. Ltd.	A.C.N. 007 547 042
Gilbert Motors (Mt. Barker) Pty. Ltd.	A.C.N. 007 661 127

Dated the 29th day of August 2002



Signed by Trevor John Shaw
as delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

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

AUSTRALIAN CENTRE FOR ADVANCED MEDICAL TECHNOLOGY LIMITED

ACN 084 736 381 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN CENTRE FOR ADVANCED MEDICAL TECHNOLOGY PTY LIMITED
ACN 084 736 381

GENESIS TECHNOLOGY DEVELOPMENT PTY LTD

ACN 081 768 907 will change to a public company limited by shares. The new name will be GENESIS TECHNOLOGY DEVELOPMENT LIMITED
ACN 081 768 907.

HOME EQUITY LENDING PROJECTS LIMITED ACN

090 155 810 will change to a proprietary company limited by shares. The new name will be HOME EQUITY LENDING PROJECTS PTY LTD
ACN 090 155 810.

ORRCON METALS PTY LTD

ACN 010 853 817 will change to a public company limited by shares. The new name will be ORRCON LIMITED ACN 010 853 817.

TIR SECURITIES (AUSTRALIA) LIMITED ACN

073 685 220 will change to a proprietary company limited by shares. The new name will be TIR SECURITIES (AUSTRALIA) PTY. LTD. ACN 073 685 220.

WINTHROP PROPERTY SERIES LTD

ACN 096 286 994 will change to a proprietary company limited by shares. The new name will be WINTHROP PROPERTY SERIES PTY LTD
ACN 096 286 994.

BOYD PARTNERS (AUST) LTD

ACN 082 920 250 will change to a proprietary company limited by shares. The new name will be BOYD PARTNERS (AUST) PTY LTD
ACN 082 920 250.

HEWLETT-PACKARD AUSTRALIA FINANCE LIMITED

ACN 006 291 863 will change to a proprietary company limited by shares. The new name will be HEWLETT-PACKARD AUSTRALIA FINANCE PTY LTD ACN 006 291 863.

OPTIMA CAPITAL PTY LIMITED

ACN 101 583 699 will change to a public company limited by shares. The new name will be OPTIMA CAPITAL LIMITED ACN 101 583 699.

PETSITE.COM LIMITED ACN 094 987 185 will change to a proprietary company limited by shares. The new name will be PROVET IT PTY LTD ACN 094 987 185.

WINTHROP PERFORMANCE FINANCE LIMITED

ACN 087 118 072 will change to a proprietary company limited by shares. The new name will be WINTHROP PERFORMANCE FINANCE PTY LTD
ACN 087 118 072.