



Commonwealth of Australia



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

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**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION  
CORPORATIONS ACT- SUBSECTION 741(1) - DECLARATION**

Pursuant to subsection 741(1) of the Corporations Act ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Law applies to the person specified in Schedule A in the case referred to in Schedule B as if subsection 708(8) of Part 6D.2 of the Act were modified or varied by inserting at the end of subsection 708(8) the following words:

"For the purposes of paragraph (a) of this subsection the minimum amount payable for the securities on acceptance of the offer by the person to whom the offer is made is taken to be at least \$500,000 if the securities are ordinary shares quoted on the financial market operated by Australian Stock Exchange Limited ("ASX") having a value of at least \$600,000, calculated on the basis of the volume weighted average market price of those shares in the ordinary course of trading on ASX during the two trading days immediately prior to the day on which the offer is made."

**Schedule A**

DCA Group Limited ACN 002 808 746 ("Issuer")

**Schedule B**

An offer for the issue of ordinary shares in the Issuer made by the Issuer to shareholders of I-Med Limited ACN 093 625 346 ("Offeree") within 3 years after the date of this instrument, where:

1. the ordinary shares which are offered by the Issuer are in a class which is listed for quotation on the financial market operated by ASX;
2. the ordinary shares in the Issuer are offered on an arm's length basis as consideration for an acquisition by the Issuer of the ordinary shares of an unlisted company or of a business, that invests in and manages radiology and nuclear medicine practices;
3. the ordinary shares in the Issuer which are offered have a value of at least \$600,000 calculated on the basis of the volume weighted average market price of those shares in the ordinary course of trading on the financial market operated by ASX during the two trading days immediately prior to the day on which the offer is made; and
4. any service agreement or employment contract between the Issuer or any of its associates and the Offeree is entered into on an arm's length basis and the Offeree is fully remunerated on ordinary commercial terms for services rendered to the Issuer or any associate of the Issuer, and such services do not form any part of the consideration paid by the Offeree for the issue of shares to the Offeree.

Dated the 18th day of September 2002



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

02 / 10 2002

**Australian Securities and Investments Commission  
Corporations Act 2001 – Section 257D – Exemption**

Pursuant to subsection 257D(4) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") exempts the person named in Schedule A from compliance with section 257D of the Act in the case referred to in Schedule B if and for so long as the conditions specified in Schedule C are met.

**Schedule A**

Seven Network Limited ACN 052 816 789 ("SNL")

**Schedule B**

A share buy-back scheme to be made available to all holders of Shares in or around 24 September 2002 ("buy-back invitations") which:

1. Is substantially in the terms contemplated by the draft document provided to ASIC on or around 19 September 2002; and
2. Complies with the conditions in section 257B(2) of the Act, subject to subsection 257B(3), except:
  - (a) that SNL does not comply with paragraph (a) of subsection 257B(2) but rather the buy-back invitations relate only to Shares;
  - (b) that SNL does not comply with paragraph (b) of subsection 257B(2) but rather SNL invites all holders of Shares, to offer for sale any number of their Shares to SNL in accordance with the terms and conditions of the buy-back invitations;
  - (c) that SNL does not comply with paragraph (c) of subsection 257B(2) but rather all persons who hold Shares in SNL have a reasonable opportunity to offer for sale any number of their Shares to SNL in accordance with the terms and conditions of the buy-back invitations (except for Employee Shares which are subject to restrictions on sale and may not be tendered into the buy back Tender); and
  - (d) that SNL does not comply with paragraph (e) of subsection 257B(2) but rather buy-back invitations are to be made by SNL to every person who holds Shares for those holders to Tender their Shares to SNL for SNL to buy back the same percentage of their Shares subject to:
    - (i) each shareholder having the ability to nominate a maximum number of Shares which they wish to offer for sale to SNL; and
    - (ii) a Scale Back Mechanism operating in the manner described in conditions 2 and 3 of Schedule C to ensure that SNL does not exceed the limit specified in condition 1 of Schedule C.

**Schedule C**

1. The percentage of Shares that SNL buys back does not exceed 10% of the smallest number, at any time during the 12 months before the date of the buy-back invitations, of votes attaching to voting shares of SNL.
2. SNL makes it a term of the buy-back invitations that:

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- (a) if the Buy-back Price is determined by SNL to be the Lowest Tender Price; and
  - (b) at the close of the tender offer period, SNL has received offers that when aggregated amount to more than the Buy-Back Amount, calculated using the Lowest Tender Price and including Final Price Tenders,
- then:
- (c) the number of Shares to be bought back at the Buy-back Price and Final Price Tenders will be reduced by the same proportion (pro-rata), being the proportion needed to ensure that no more than the Buy-Back Amount worth of Shares are bought back.
3. SNL makes it a term of the buy-back invitations that:
- (a) if the Buy-back Price is determined by SNL to be a price other than the Lowest Tender Price; and
  - (b) at the close of the tender offer period, SNL has received offers that when aggregated, amount to more than the Buy Back Amount, calculated using the Buy- back Price,
- then:
- (c) all Shares tendered for sale by shareholders who have nominated to sell at less than the Buy-back Price will be purchased in full;
  - (d) all Shares tendered for sale by shareholders who have nominated to sell at Final Price Tenders will be purchased in full; and
  - (e) Shares tendered for sale by shareholders who have nominated to sell at the Buy-back Price (other than Final Price Tenders) will be bought back but the number of Shares to be bought back will be reduced by the same proportion (pro-rata), being the proportion needed to ensure that no more than the Buy-Back Amount worth of Shares are bought back.
4. SNL does not enter into any buy-back agreement until after the buy-back period ends and in any event not before 21 October 2002.
5. Disclosure is made by SNL in any document sent to shareholders pursuant to subsection 257C(2) of the Act, to the effect that shareholders are entitled to vote (in accordance with the voting rights attached to their Shares) at a general meeting proposed to be held on or about 8 October 2002 and at any other meeting that is held before the buy-back period ends (and the buy-back period shall not end before 18 October 2002).

For the purpose of conditions 2 and 3 of this schedule:

- (a) disregard, in determining whether the proportion by which the number of each offeror's Shares is reduced is the same, any difference in proportion arising from the rounding down of fractions for the purpose of ensuring that only whole numbers of Shares are bought back; and
- (b) calculate the worth of Shares bought back by SNL on the basis that the worth of one Share is the Buy-back Price.

#### **Interpretation**

**Buy Back Amount** means up to 26,039,756 million Shares (or such amount determined by SNL in accordance with the buy back invitations but this amount must not exceed 10% of the smallest number, at any time during the 12 months before the date of the buy-back invitations, of votes attaching to voting shares of SNL).

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**Buy-back Price** means the price at which SNL will buy back shares tendered in accordance with the buy-back invitations.

**Employee Shares** means Shares registered in the name of the trustee of the employee share plan of SNL.

**Final Price Tender** means a Tender in which the shareholder elects to receive the Buy-back Price determined under the buy-back invitations.

**Lowest Tender Price** means the lowest price in the price range determined by SNL at which it will accept Tenders under the buy-back invitations.

**Scale Back Mechanism** means the reduction of Shares bought back by SNL in the manner described in conditions 2 and 3 of Schedule C to ensure SNL does not exceed the limit specified in condition 1 of Schedule C.

**Shares** means fully paid ordinary shares in the capital of SNL.

**Tender** means an offer made by a holder of Shares to sell to SNL a specified number of Shares at a specified price by delivering to SNL a tender form (which has not been withdrawn).

Dated 19<sup>th</sup> September 2002



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

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

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Pursuant to subsection 741(1)(b) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("Commission") hereby declares that Chapter 6D of the Act applies to the person specified in Schedule A and any person acting on its behalf in the case specified in Schedule B as if paragraphs 723(3)(b) and 724(1)(b)(ii) were modified or varied by omitting the words "disclosure document" where they appear and substituting the words "supplementary prospectus".

**Schedule A**

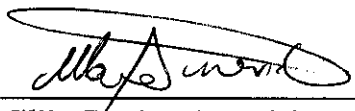
Marengo Mining Limited ACN 099 496 474 ("Issuer").

**Schedule B**

The Issuer making offers to issue securities in the Issuer pursuant to a prospectus dated 2 July 2002 in circumstances where, within 3 months after the date of the prospectus:

- (a) the securities are not admitted to quotation on a financial market operated by the Australian Stock Exchange Limited;
- (b) no securities under the prospectus have been issued; and
- (c) a supplementary prospectus is lodged with ASIC pursuant to subsection 724(1) of the Act.

Dated this 19th day of September 2002.

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

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

Pursuant to subsection 655A(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A from subsection 606(1) of the Act in the case specified in Schedule B.

**SCHEDULE A**

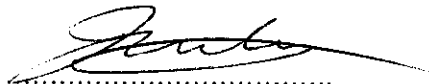
Mr Graham William Burke and his associates ("Burke").

**SCHEDULE B**

The acquisition of a relevant interest in issued voting shares of Positive Investments Pty Ltd ACN 004 743 426 ("Positive"), Village Roadshow Corporation Limited ACN 004 318 610 or Village Roadshow Limited ACN 010 672 054, which results from the issue to Burke of ordinary shares in Positive, pursuant to a non-renounceable pro rata rights issue by Positive, which is not underwritten by Burke, and in respect of which a prospectus is lodged with ASIC on or about 15 October 2002.

Dated the 23<sup>rd</sup> day of September 2002.

Signed: .....



James Lee, as a delegate of the  
Australian Securities and Investments Commission



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**ASIC**

Australian Securities & Investments Commission

**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsection 713(6) — Determination**

Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 1 October 2003.

**SCHEDULE**

Oddsoft Ltd ACN 009 084 539

Dated: 24 September 2002

Signed:

.....  
Alphonsus De Roza, as a Delegate of the  
Australian Securities and Investments Commission



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**CORPORATIONS ACT 2001**  
**SECTION 340**  
**ORDER**

**PURSUANT** to subsection 340(1) of the Corporations Act 2001 ("the Act"), the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby makes an **ORDER** relieving the company specified in **Schedule A** from compliance with the requirements of the Act specified in **Schedule B** in relation to financial years commencing on 1 January 2001 and ending on or before 31 December 2004 ("the relevant financial years"), subject to the condition set out in **Schedule C** to this Order.

**SCHEDULE A**

Air Liquide WA Pty Ltd ACN 008 694 166 ("the Company")

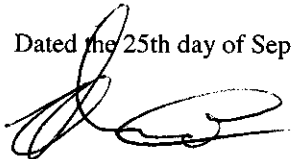
**SCHEDULE B**

- (a) Paragraph 12.1(b) of Accounting Standard AASB1004 Revenue
- (b) Paragraphs 4.1(a) and 4.1(b) of Accounting Standard AASB1018 Statement of Financial Performance issued by the Australian Accounting Standards Board on 13 October 1999
- (c) Paragraphs 4.1(a)(i) and 4.1(a)(ii) of Accounting Standard AASB1018 Statement of Financial Performance issued by the Australian Accounting Standards Board on 13 June 2002
- (d) Paragraphs 6.1 and 7.1 of Accounting Standard AASB1026 Statement of Cash Flows

**SCHEDULE C**

The financial statements of the Company for the relevant financial years include a note describing the nature of the relief provided under this Order

Dated the 25th day of September 2002.



**Allan Ausbruch**

**As delegate of the Australian Securities and Investments Commission**

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**Australian Securities & Investments Commission  
Corporations Act 2001– Subsection 655A(1) – Declaration**

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("Commission") declares that Chapter 6 of the Act applies to the persons specified in Schedule A in the case referred to in Schedule B as if reference to a bidder's statement and offer document in item 6 of section 633(1) of the Act includes a reference to a document or copy of document that differs from the bidder's statement and offer document lodged with the Commission on 11 September 2002 ("bidder's statement") to the following extent:

- (a) the insertion of the following sentence immediately above the second graph on page 44 of the bidder's statement:

*"however, if the merger is successful, Mirvac will increase the pay-out ratio from development earnings to 85%"; and*

- (b) the substitution of the words "one month" wherever appearing in section 4.11 with the words "5 Business Days".

**SCHEDULE A**

Mirvac Funds Limited (ACN 002 561 640) as responsible entity for Mirvac Property Trust (ARSN 068 780 645) ("Bidder")

**SCHEDULE B**

The takeover bid by the Bidder for all the fully paid ordinary units in the Colonial First State Property Trust Group (constituted by four underlying trusts being, Colonial First State Industrial Property Trust (ARSN 092 193 176), Colonial First State Commercial Property Trust (ARSN 092 192 731), Colonial First State Retail Property Trust (ARSN 092 193 658) and Colonial First State Development Trust (ARSN 092 192 320)) ("CFT"), being a stapled security comprising a unit in each of the four trusts underlying CFT, and all rights attaching to them, in respect of which a bidder's statement was lodged with the Commission on 11 September 2002.

Dated this 13<sup>th</sup> day of September 2002



Signed by:

Kathleen Cuneo  
as a delegate of the Australian Securities and Investments Commission

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

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

SCHEDULE A

Mirvac Funds Limited (ACN 002 561 640) as responsible entity for Mirvac Property Trust (ARSN 068 780 645) ("Bidder")

SCHEDULE B

The takeover bid by the Bidder for all the fully paid ordinary units in the Colonial First State Property Trust Group (constituted by four underlying trusts being, Colonial First State Industrial Property Trust (ARSN 092 193 176), Colonial First State Commercial Property Trust (ARSN 092 192 731), Colonial First State Retail Property Trust (ARSN 092 193 658) and Colonial First State Development Trust (ARSN 092 192 320)) ("Target"), being a stapled security comprising a unit in each of the four trusts underlying the Target, and all rights attaching to them, in respect of which a bidder's statement was lodged with ASIC on 11 September 2002 (the "original bidder's statement") where a supplementary bidder's statement in relation to the original bidder's statement lodged with ASIC under paragraph 647(3)(a) of the Act by a time which is:

- (a) prior to the time when the original bidder's statement is sent to any holder of securities the subject of the bid; and
- (b) within 28 days after the original bidder's statement is sent to the Target.

SCHEDULE C

- (1) If the bid is an off-market bid:
  - (a) Item 6 of the table in subsection 633(1) of the Act to the extent that it would require the Bidder to send the original bidder's statement lodged with ASIC to holders of securities the subject of the bid; and
  - (b) paragraph 647(3)(c) of the Act to the extent that it would require the Bidder to send the supplementary statement to all holders of securities the subject of the bid who have not accepted an offer under the bid.

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SCHEDULE D

- 1 As soon as practicable the Bidder lodges with ASIC and sends to the Target and to the operator of each prescribed financial market on which the Target's securities are quoted:
  - (a) a replacement bidder's statement; and
  - (b) a copy of that replacement bidder's statement marked to show all changes from the original bidder's statement.

Note: the Bidder also has an obligation under section 647 of the Act to lodge a supplementary bidder's statement with ASIC and to send it to the other parties referred to in condition 1.

- 2 The Bidder sends the replacement bidder's statement to all holders of securities the subject of the bid.
- 3 Where the bid is an off-market bid — the Bidder satisfies condition 2 on the day the Bidder satisfies condition 1 or by no later than 28 days after condition 1 is satisfied.

**Interpretation**

In this instrument "replacement bidder's statement" means a bidder's statement that incorporates all the substantive information in an original bidder's statement and in each supplementary bidder's statement that was lodged in relation to the original bidder's statement before, or at the same time as, the time when the replacement bidder's statement is lodged.

Dated the 23 September 2002



Signed by Kathleen Cuneo  
as delegate of the Australian Securities and Investments Commission

**CORPORATIONS ACT 2001  
SUB-SECTION 727(3)**

**0 2 / 1 0 3 3**

**NOTIFICATION OF EXTENSION OF PERIOD**

Notice is hereby given that the Australian Securities and Investments Commission ("ASIC") extends the period within which a person must not accept an application for, or issue or transfer, non-quoted securities offered under the disclosure document described in SCHEDULE A to the period set out in SCHEDULE B.

**SCHEDULE A**

A prospectus lodged by AMP Henderson Global Investors Limited ACN 001 777 591 and AMP Limited ACN 079 354 519 with ASIC on 17 September 2002 in relation to an offer of up to 10.0 million Reset Preferred Securities being units in the AMP Reset Preferred Securities Trust ACN 102 211 325 and options over ordinary shares and interests in preference shares of AMP Limited ("Options").

**SCHEDULE B**

10 days after lodgement of the disclosure document described in SCHEDULE A.

Dated : 24 September 2002

Signed: 

Ian Macdonald  
as delegate of the Australian Securities and Investments Commission

**CORPORATIONS ACT 2001  
SUB-SECTION 727(3)**

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**NOTIFICATION OF EXTENSION OF PERIOD**

Notice is hereby given that the Australian Securities and Investments Commission ("ASIC") extends the period within which a person must not accept an application for, or issue or transfer, non-quoted securities offered under the disclosure document described in SCHEDULE A to the period set out in SCHEDULE B.

**SCHEDULE A**

A prospectus lodged by AMP Henderson Global Investors Limited ACN 001 777 591 and AMP Limited ACN 079 354 519 with ASIC on 17 September 2002 in relation to an offer of up to 10.0 million Reset Preferred Securities being units in the AMP Reset Preferred Securities Trust ACN 102 211 325 and options over ordinary shares and interests in preference shares of AMP Limited ("Options").

**SCHEDULE B**

10 days after lodgement of the disclosure document described in SCHEDULE A.

Dated : 24 September 2002

Signed: \_\_\_\_\_



Ian Macdonald  
as delegate of the Australian Securities and Investments Commission

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

Pursuant to paragraph 655A(1)(b) of the Corporations Act 2001 (Cth) (the "Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies in relation to the person named in Schedule A in the case referred to in Schedule B as if item 7 of section 611 were modified or varied, by deleting paragraph (a) and replacing it with the following paragraph:

- "(a) all votes cast on the resolution by:
- (i) the person proposing to make the acquisition; or
  - (ii) associates of the person in subparagraph (a)(i), (unless the associate is a custodian, nominee or responsible entity which has received a specific instruction from a beneficiary directing it how to vote on the resolution),
- are disregarded; and"

**Schedule A**

Hills Motorway Management Limited ACN 064 687 645 ("HMML")  
as responsible entity of the Hills Motorway Holdings Trust

**Schedule B**

An acquisition by HMML, as responsible entity of the Hills Motorway Holdings Trust, of a relevant interest in 100% of the units in The Hills Motorway Trust ARSN 091 882 101 ("HMT") from the members of HMT pursuant to a resolution passed at a general meeting of HMT in or around November 2002.

Dated this 24th day of September 2002



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

02 / 1036

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

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person named in Schedule A in the case referred to in Schedule B as if section 609 were modified or varied by inserting the following subsection immediately after subsection 609(10):

"609(11) A person does not have a relevant interest in securities or voting power in a body corporate merely because of an escrow agreement relating to those securities of that body corporate."

And pursuant to subsection 673(1) of the Act ASIC declares that Chapter 6C of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if section 671B were modified or varied by inserting the following subsection immediately after subsection 671B(7):

"671B(8) For the purposes of this section and of the definition of "substantial holding" in section 9, disregard any relevant interest in securities which is disregarded for the purposes of Chapter 6 because of subsection 609(11)."

**Schedule A**

DCA Group Limited ACN 002 808 746 ("DCA").

**Schedule B**

An increase in voting power or acquisition of a relevant interest in up to 22,594,969 voting shares in DCA ("DCA Shares") arising as a result of the entry into a Restriction Deed ("Deed"), on terms substantially in the form of the draft provided to ASIC on 24 September 2002 and as disclosed in a prospectus lodged with ASIC in September 2002 or otherwise in an announcement to the company announcements platform of the Australian Stock Exchange Limited which describes the material terms of the I-Med Limited ACN 093 625 346 ("I-Med") purchase, between DCA and each I-Med shareholder who is issued DCA Shares as consideration under offers by DCA dated 9 September 2002 to acquire all the issued shares in I-Med, in which clauses 2 and 3 of the Deed imposes restrictions on the ability of I-Med shareholders to dispose of DCA Shares, enforceable by DCA, for a period of 6 months from the date of issue of the relevant DCA Shares, which are to be issued on or before 30 November 2002.

Dated the 25<sup>th</sup> day of September 2002



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



02 / 1037

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

Pursuant to subsection 741(1) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from the provisions specified in Schedule B in the case referred to in Schedule C and on the condition referred to in Schedule D.

**SCHEDULE A**

DCA Group Limited ACN 002 808 746 ("Issuer").

**SCHEDULE B**

1. Item 3 of section 717 of the Act to the extent that it requires a disclosure document to include or be accompanied by an application form.
2. Item 6 of section 717 of the Act and subsection 723(1) of the Act to the extent that those provisions only permit an issue of securities to be made to a person who has used an application form distributed with the disclosure document.

**SCHEDULE C**

An offer and issue of options over shares in the Issuer to holders of Eligible Shares in proportion to their holding of Eligible Shares at the Record Date where the options are offered and issued on terms that no consideration is payable for the issue of the options ("Bonus Issue").

**SCHEDULE D**

As soon as practicable after the Issuer announces the Bonus Issue via the Australian Stock Exchange Limited's company announcements platform, the Issuer must provide each holder of Eligible Shares with a disclosure document which complies with the Act ("Prospectus").

**Interpretation**

In this instrument "Eligible Share" means a fully paid ordinary share in the Issuer excluding :

- (a) a fully paid ordinary share in the Issuer held by a person whose address as shown in the register of members at the Record Date is outside Australia or New Zealand;
- (b) a fully paid ordinary share in the Issuer issued after the date of this instrument and before the Record Date (on the basis it is not entitled to participate in the Bonus Issue), as consideration for the acquisition of issued shares in any of the following companies:

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I-Med Limited ACN 093 625 346;  
Southernex Imaging Group Limited ACN 093 088 236;  
Regional Imaging Limited ACN 095 630 792;  
Jones Holding Co Limited ACN 096 196 655;  
Gold Coast Medical Imaging Pty Limited ACN 069 098 988; and  
PerthRadClinic Limited ACN 099 943 594.

- (c) a fully paid ordinary share in the Issuer issued after the date of this instrument and before the Record Date (on the basis it is not entitled to participate in the Bonus Issue), pursuant to a placement and underwriting agreement between the Issuer and UBS Warburg Australia Limited ACN 008 582 705 dated on or about the date of this instrument.

Record Date means the date specified in the Prospectus as the record date for participation in the Bonus Issue, or such later date as the Issuer may specify in accordance with the Prospectus, subject to such later date being on or before 30 November 2002.

Dated the 25<sup>th</sup> day of September 2002



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

02 / 1038

IN THE SUPREME COURT OF NEW SOUTH WALES  
DIVISION: EQUITY  
REGISTRY: SYDNEY

No. 5415 of 2001

**IN THE MATTER OF KARL SULEMAN ENTERPRIZES PTY LIMITED (IN LIQ)**  
**(ACN 090 895 364) and others**

**AUSTRALIAN SECURITIES &  
INVESTMENTS COMMISSION**  
Plaintiff

**KARL SULEMAN ENTERPRIZES PTY  
LTD (In Liq)**  
**(ACN: 090 895 364)**  
First Defendant

**and eleven other defendants in Schedule A**

---

**ORDERS**

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Note (a): For the purpose of these Orders, "**the KSE Scheme**" means the scheme operated by the First, Third, Fourth and Sixth Defendants pursuant to which more than 20 people contributed money to the First Defendant, or to persons on its behalf, as consideration for the acquisition by them of rights to future financial benefits, those benefits to be produced by the pooling of the contributions or their use in a common enterprise.

Note (b): For the purpose of these Orders, "**the Fund**" has the same meaning as in the Orders of 10 December 2001 and 6 May 2002 as varied.

Note (c): The Plaintiff acknowledges that the consent given by the Fourth Defendant to the Declarations is given for the purposes of these proceedings only and does not constitute any admission by the Fourth Defendant for any other purpose or proceedings.

Note (d): The Third Defendant acknowledges that the Fifth Defendants (in their capacities as Liquidators of the First and Seventh to Eleventh Defendants and as receivers of the Fund) may make further claims against him on behalf of the First

---

Filed by:  
Australian Securities and Investments Commission  
Level 18, No.1 Martin Place  
Sydney NSW 2000  
Ref: John Bennett

Jan Redfern  
Solicitor  
Tel: (02) 9911 2117  
Fax: (02) 9911 2279

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and/or Seventh and/or Eighth and/or Ninth and/or Tenth and/or Eleventh Defendants and/or the Fund.

Note (e): The Fourth Defendant acknowledges that the Fifth Defendants (in their capacities as Liquidators of the First and Seventh to Eleventh Defendants and as receivers of the Fund) may make further claims against her on behalf of the First and/or Seventh and/or Ninth and/or Tenth and/or Eleventh Defendants and/or the Fund.

Note (f): The Fifth Defendants (in their capacities as Liquidators of the First Defendant) acknowledge that there may be recoveries from parties and entities other than the Third and/or Fourth Defendants.

Note (g): The Third Defendant undertakes to lodge a debtor's petition pursuant to s55 of the Bankruptcy Act 1966 by 5pm on Tuesday 30 July 2002.

Note (h): The Fourth Defendant undertakes to lodge a debtor's petition pursuant to s55 of the Bankruptcy Act 1966 by 5pm on Tuesday 30 July 2002.

1. **By consent, the Court declares that:**

- (a) The Fourth Defendant did from 17 December 1999 to 12 June 2001 contravene section 601ED (5) of the Act by operating a managed investment scheme, namely the KSE Scheme, which was required to be registered under section 601EB of the Act, but was not so registered.
- (b) The Fourth Defendant did from 17 December 1999 to 12 June 2001 contravene section 780 of the Act in relation to the operation of the KSE Scheme by:
  - (i) carrying on a securities business; and
  - (ii) holding out that she carried on a securities business, in circumstances in which the Fourth Defendant did not hold a dealers licence and the Fourth Defendant was not an exempt dealer.

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**By Consent the Court Orders:**

2. Pursuant to section 1324 of the Act that:

(a) The Fourth Defendant by herself, her servants and agents be restrained from operating, directly or indirectly, an unregistered managed investment scheme, namely the KSE Scheme or a substantially similar scheme; and

(b) The Fourth Defendant by herself, her servants and agents be restrained from:

i. carrying on a securities business; and

ii. holding out that any of them carry on a securities business

without a licence as required by the Act.

3. Pursuant to section 206E of the Act, the Fourth Defendant is disqualified from the date of this Order from managing a corporation for a period of 25 years from the date of this Order, subject to the right to apply to the Court on 3 months' notice to the Plaintiff after 10 years from the date of this Order for variation of this Order.

4. Pursuant to section 1317H(1) of the Act, the Third Defendant is ordered to compensate the First Defendant in the sum of \$17,463,839.91 (calculated by totalling those amounts in Schedules B, C and D to these orders) for damages suffered by the First Defendant resulting from contraventions by the Third Defendant, in his capacity as director of the First Defendant, of ss 180(1), 181(1) and 182(1) of the Act.

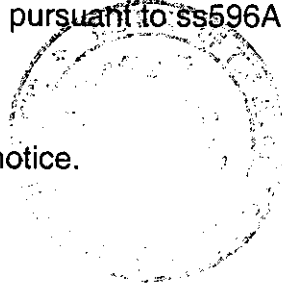
5. Pursuant to section 1317H(1) of the Act, the Fourth Defendant is ordered to compensate the First Defendant in the sum of \$2,571,022.67 (calculated by totalling those amounts in Schedules D and E to these orders) for damages suffered by the First Defendant resulting from contraventions by the Fourth Defendant, in her capacity as secretary of the First Defendant, of ss 180(1), 181(1) and 182(1) of the Act and for contraventions by the Fourth Defendant of ss 181(2) and 182(2) of the Act, in that she was involved in contraventions by the Third Defendant of ss 181(1) and 182(1) of the Act with respect to the First Defendant.

6. Of the sums of compensation ordered against the Third and Fourth Defendants pursuant to section 1317H(1) of the Act in Orders (4) and (5) above, the Third and Fourth Defendants are jointly and severally liable for the sum of \$2,412,070.98 (calculated by totalling those amounts in Schedule D to these orders).

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7. Each of the First, Third and Fourth Defendants pay the costs of the Plaintiff in these proceedings other than those costs arising from:
- (a) those aspects of the proceedings which relate to the Sixth Defendant;
  - (b) those aspects of the proceedings which relate to the Twelfth Defendant; and
  - (c) examinations in these proceedings pursuant to ss596A or 596B of the Act.
8. Each party has liberty to apply on two days' notice.



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To:

Karl Suleman and Vivian Suleman  
C/- Dominic David Stamfords  
Solicitors,  
Suite 3 / 43 Harris St,  
Fairfield NSW 2165

Karl Suleman Enterprizes (in liq)  
C/- Paul Weston and Neil Cussens,  
Level 8 Gateway,  
1 Macquarie Place,  
Sydney NSW 2000

1. If the First, Third or Fourth Defendants disobey these orders they will be liable to sequestration of property and to imprisonment.

Ordered: 22 7 02  
Entered: 23 JUL 2002

*Paul Weston (S.S.)*  
DEPUTY REGISTRAR

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**SCHEDULE A**

<b>SULEMAN INVESTMENTS LIMITED</b> (ACN 096 418 049)	Second Defendant
<b>KARL SULEMAN</b>	Third Defendant
<b>VIVIAN SULEMAN</b>	Fourth Defendant
<b>PAUL G WESTON AND NEIL R CUSSEN</b> (in their capacity as Liquidators of the First and Sixth to Eleventh Defendants)	Fifth Defendants
<b>PAL HOLDINGS PTY LTD (ACN 098 168 953)</b> (in liquidation)	Sixth Defendant
<b>FROGGY HOLDINGS PTY LTD</b> ACN: 092 706 379 (in liquidation)	Seventh Defendant
<b>FROGGY MUSIC PTY LTD</b> ACN: 095 988 542 (in liquidation)	Eighth Defendant
<b>FROGGY MOBILES PTY LTD</b> ACN: 096 363 816 (in liquidation)	Ninth Defendant
<b>FROGGY MOBILES (WESTERN SYDNEY) PTY LTD</b> ACN: 093 244 789 (in liquidation)	Tenth Defendant
<b>FROGGY MOBILES (EASTERN SYDNEY) PTY LTD</b> ACN: 093 491 653 (in liquidation)	Eleventh Defendant
<b>JESSIE GEORGE</b>	Twelfth Defendant

**SCHEDULE B**

**KARL SULEMAN ENTERPRIZES - IN LIQUIDATION**  
**CLAIM FOR DAMAGES AGAINST KARL SULEMAN - Part 1**

ACCOUNT NO: 06 2196 1075 4447  
KARL SULEMAN ENTERPRIZES PTY LTD

DATE	TO WHOM	AMOUNT	CHQ NO.
<b>Personal Credit Cards</b>			
8/18/01	Westpac Visa A/c #4564712025457938	10,000.00	000404
8/20/01	AGC Mastercard (5163245080232955)	3,007.40	000178
10/12/01	AGC Master Card 5163245080232955	5,000.00	000570
	<b>Total</b>	<b>18,007.40</b>	
<b>Personal Items</b>			
8/23/01	Harry Kardian	20,000.00	000261
	<b>Total</b>	<b>20,000.00</b>	



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**Payments made to, or on behalf of, associated companies**

8/22/01	Froggy Holdings Pty Ltd	500,000.00	000228
8/23/01	Froggy Music Pty Ltd	70,000.00	000267
8/24/01	Froggy Mobiles Eastern Sydney Pty Ltd	40,000.00	000266
8/24/01	Froggy Mobiles Western Sydney Pty Ltd	150,000.00	000269
8/24/01	Froggy Mobiles Pty Ltd	60,000.00	000270
9/11/01	Froggy Holdings Pty Ltd	300,000.00	000332
9/12/01	Froggy Music Pty Ltd	500,000.00	000355
9/13/01	Froggy Holdings Pty Ltd	250,000.00	000357
9/24/01	Karl For Men	100,000.00	000472
10/5/01	Froggy Holdings Pty Ltd	500,000.00	000537
10/16/01	Froggy Holdings Pty Ltd	350,000.00	000644
10/17/01	Froggy Music	200,000.00	000624
10/19/01	Karl for Men Pty Ltd	72,380.00	000650
10/22/01	Froggy Holdings Pty Ltd	515,000.00	000694
10/22/01	Froggy Music Pty Ltd	100,000.00	000707
11/2/01	Froggy Music Pty Ltd	966,000.00	000719
11/6/01	Nick Mascitelli Imports	120,000.00	000767
11/6/01	Karl For Men	60,000.00	000768
11/5/01	Karasmanis Business Services Group	50,000.00	000764
8/10/01	Network Nine	138,164.40	000080
8/15/01	Network Nine	30,054.00	000152
8/1/01	Network Seven	30,000.00	000022
8/15/01	Network Ten	8,000.00	000151
8/1/01	Network Ten	30,000.00	000023
8/9/01	Ace Above Sky Writing	31,460.00	000081
9/12/01	Ace Above Sky Writing	36,300.00	000340
10/10/01	Canon Australia	6,952.00	000563
no date	Canon Australia	27.50	000564
8/20/01	John Karasmanis	50,000.00	000201
9/20/01	Malcolm Campbell	50,000.00	000425
9/10/01	Markson Sparks	276,166.00	000324
9/25/01	Bowden Macgregor	26,400.00	000480
9/21/01	James Crockett	50,000.00	000429
7/9/01	Mustapha Hussein	20,000.00	000061
8/3/01	Glen Kelly	2,500.00	000043
8/3/01	Hussein Hussein	10,000.00	000039
9/17/01	Sophie Musgrave	10,000.00	000394

**Total** **5,709,403.90**

**Payments made to agents and others**

8/6/01	A Bennett	500,000.00	000056
8/1/01	A. Bremner	9,000.00	000021
8/17/01	Alex Odisho	20,000.00	000187
10/18/01	Alex Odisho	50,000.00	000654
8/14/01	Ben Hur Youhana	25,000.00	000139
8/3/01	Danny Green	2,500.00	000044
10/15/01	David Varda	25,000.00	000587
8/17/01	Eman Oshana	85,000.00	000182
9/21/01	Eman Oshana	70,000.00	000426
11/5/01	Eshaya Nano	40,000.00	000765
9/28/01	J. Clasby	1,210.00	000497
7/8/01	J. George	70,000.00	000076
8/1/01	J. George	50,000.00	000096
8/8/01	J. George	80,000.00	000090
8/17/01	J. George	90,000.00	000171
8/20/01	J. George	50,000.00	000202
9/12/01	Jason Romain	1,000.00	000347
9/10/01	Jo Clasby	1,210.00	000293
9/13/01	Maria Ochana	50,000.00	000356
9/19/01	Nabil Anoya	65,000.00	000416
8/3/01	Nedal Hussein	10,000.00	000038
8/20/01	Romeo Nano	20,000.00	000205
8/13/01	Romil Khoshaba	20,000.00	000127
10/18/01	S Oshanan	30,000.00	000689
8/3/01	Sakio Bika	2,500.00	000042

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9/24/01	Sargon Tailo	100,000.00	000449
10/4/01	Sargon Tailo	150,000.00	000602
10/8/01	Sargon Tailo	269,000.00	000539
8/24/01	Shilimon Barkho	30,000.00	000268
10/15/01	Shlomi Atari	10,000.00	000642
9/11/01	Western Network	33,000.00	000333
9/27/01	Western Network	30,000.00	000494
8/15/01	Cash	60,000.00	000148
9/10/01	Cash	350,000.00	000295
9/18/01	Cash	20,000.00	000402
9/18/01	Cash	20,000.00	000403
10/25/01	Cash	10,000.00	000703
11/5/01	Cash	5,300.00	000734
10/19/01	Cash	40,000.00	000645
10/2/01	Cash	5,000.00	000517
10/2/01	Cash	5,000.00	000518
10/2/01	Cash	12,500.00	000519
10/2/01	Cash	5,000.00	000521

**Total 2,522,220.00**

**"Unsecured loans"**

10/3/01	Peter Holsworth	600,000.00	000530
10/15/01	Roger Hyde	100,000.00	000635

**Total 700,000.00**

**ACCOUNT NO 2265 2803 6513  
 KARL & VIVIAN SULEMAN**

**Payments made to, or on behalf of, associated companies**

1/18/01	FROGGY ISP	50,000.00	00001964
1/19/01	FROGGY ISP	8,819.25	00002021
1/25/01	FROGGY ISP	106,801.20	00001994
1/25/01	FROGGY MOBILE EAST	30,000.00	00001996
1/25/01	FROGGY MOBILE WEST	15,000.00	00001995
1/31/01	FROGGY ISP	50,000.00	00001867
1/31/01	FROGGY ISP	95,000.00	00001866
2/27/01	FROGGY WEST	20,000.00	00002147
1/19/01	BLUE JEANS MEDIA	32,500.00	00001966
1/25/01	ACE ABOVE SKYWRITING	12,000.00	00001992
1/25/01	L & W TECHNICAL SUPPORT	30,000.00	00001980
1/30/01	NETWORK TEN	82,500.00	00001993
1/31/01	NINE NETWORK	109,836.00	00002015
2/1/01	DRAKE ADVERTISING SERVICES PTY LTD	5,295.40	00001959
2/27/01	NINE NETWORK	27,322.90	00002150
2/27/01	NINE NETWORK	75,000.00	00002151
6/25/01	BANK CHEQUE JOHN KARASMANIS	250,000.00	002536
6/7/01	JEFF FENECH	9,900.00	002319
6/7/01	JEFF FENECH	7,600.00	002320

**Total 1,017,574.75**

**Payments made to agents and others**

2/26/01	ALEX ODISHO	26,000.00	00002060
1/16/01	ROGER HYDE	100,000.00	00001954
2/5/01	S. BARKHO	10,000.00	00002009
2/6/01	SINDEN & ASSOCIATES	4,000.00	00001883
1/19/01	SINDEN & HYDE & ASSOCIATES	15,000.00	00001967
3/20/01	Cash	5,000.00	00002107
1/15/01	Cash	8,500.00	00001533
2/23/01	Cash	10,000.00	00002082
6/28/01	Cash	7,500.00	002540
1/30/01	Cash	5,000.00	00002012
6/14/01	Cash	9,000.00	002327
5/14/01	Cash	5,000.00	00002314

**Total 205,000.00**

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**Donations**

1/12/01	A.C. UNITED SOCCER CLUB INC.	10,000.00	00001501
1/12/01	HOLY APOSTOLIC ASSYRIAN CHURCH OF THE EAST	25,000.00	00001530
1/17/01	AUSTRALIAN LABOR PARTY	20,000.00	00001961
	<b>Total</b>	<b>55,000.00</b>	

**ACCOUNT NO** 06 2757 2806 3891  
**KARL SULEMAN ENTERPRIZES PTY LTD**

**Personal Items**

7/26/01	Harry V. Karadajian	35,000.00	001193
	<b>Total</b>	<b>35,000.00</b>	

**Personal credit cards**

7/20/01	AGC Mastercard	1,703.02	001161
	<b>Total</b>	<b>1,703.02</b>	

**Payments made to, or on behalf of, associated companies**

7/17/01	Froggy Holding Pty Ltd	100,000.00	001133
7/31/01	Froggy Mobiles (Western Sydney) Pty Ltd	120,000.00	001241
7/17/01	Froggy Mobiles Pty Ltd	70,000.00	001132
7/31/01	Froggy Mobiles Pty Ltd	20,000.00	001242
7/31/01	Froggy Music Pty Ltd	60,000.00	001240
7/13/01	I.S.P.	3,500.00	001107
7/17/01	Mrs. Curtains	10,000.00	001147
7/13/01	Network Ten	180,000.00	001106
7/13/01	Network Ten	42,000.00	001105
7/13/01	Nine Network	8,500.00	001102
7/13/01	Nine Network	25,000.00	001103
7/19/01	John Karasmanis	50,000.00	001149
7/20/01	John Karasmanis	50,000.00	001153
	<b>Total</b>	<b>739,000.00</b>	

**Payments made to agents and others**

7/28/01	Adam Odisho	10,000.00	001201
7/26/01	Austwide Finance Pty Ltd (B. Yohana)	30,000.00	001200
7/20/01	David Varda	15,000.00	001154
7/13/01	Geliana Daukha - Cash	5,000.00	001113
7/13/01	J. George	50,000.00	001110
7/19/01	Nati Stoliar	100,000.00	001151
7/28/01	S. Keorkes	20,000.00	001188
7/24/01	Western Network	50,000.00	001185
7/9/01	Cash	5,000.00	000883
7/13/01	Cash	10,000.00	001104
6/13/01	Cash	5,000.00	000737
7/9/01	Cash	12,500.00	000882
	<b>Total</b>	<b>312,500.00</b>	

**Payments made in respect of purchase of Cessna Citation (information provided by ASIC)**

6/29/01	G E Capital	165,000.00	000804
6/29/01	Henadeck	185,510.60	000805
6/29/01	G E Capital	29,771.94	000807
	<b>Total</b>	<b>380,282.54</b>	

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**ACCOUNT NO** 402 059 185 10981  
**KARL SULEMAN ENTERPRIZES PTY LTD**

**Payments made to associated companies**

3/30/01	FROGGY MUSIC PTY LTD	20,000.00	00000006
3/30/01	FROGGY MUSIC PTY LTD	20,000.00	00000007
4/5/01	FROGGY MOBILES LIVERPOOL	700.00	00000008
4/10/01	FROGGY MOBILE WEST	28,000.00	00000059
4/11/01	FROGGY MOBILE WEST	5,000.00	00000071
4/24/01	FROGGY MUSIC PTY LTD	20,000.00	00000157
4/27/01	FROGGY MOBILE WEST	87,000.00	00000173
4/30/01	FROGGY ISP	42,000.00	00000185
4/30/01	FROGGY WEST	60,000.00	00000184
5/7/01	FROGGY ISP	227,000.00	00000307
5/17/01	FROGGY MOBILE WEST	400,000.00	00000241
5/22/01	FROGGY MOBILES WESTERN SYDNEY	40,000.00	00000277
5/24/01	FROGGY TELEVISION PTY LTD	5,426.14	00000326
5/25/01	FROGGY MOBILES WESTERN SYDNEY	30,000.00	00000351
5/31/01	FROGGY MOBILES WESTERN SYDNEY	150,000.00	00000710
6/6/01	Froggy Holdings Pty Ltd	450,000.00	000775
6/12/01	Froggy Holdings Pty Ltd	100,000.00	000411
6/26/01	Froggy Holdings Pty Ltd	150,000.00	000801
6/7/01	Froggy ISP	5,000.00	000786
6/1/01	Froggy Mobiles (Eastern Sydney)	10,000.00	000724
6/4/01	Froggy Mobiles (Western Sydney) Pty Ltd	66,000.00	000758
6/1/01	Froggy Mobiles (Western Sydney) Pty Ltd	60,000.00	000723
6/6/01	Froggy Music Pty Ltd	10,000.00	000773
7/4/01	Froggy Music Pty Ltd	100,000.00	000854
6/4/01	Ace Above Sky Writing	38,720.00	000764
7/5/01	Ace Above Sky Writing	29,040.00	000860
6/20/01	Nine Network	25,000.00	000441
5/25/01	Noisebox Entertainment Systems	30,000.00	000360
6/20/01	Seven Network	35,800.00	000442
6/20/01	Ten Channel Nine Pty Ltd	150.70	000458
6/26/01	John Karasmanis	30,000.00	000496

**Total** 2,274,836.84

**Payments made to agents and others**

7/2/01	Mark Manffeus	4,000.00	000844
6/6/01	Soro Soro	20,000.00	000778
4/19/01	CASH R. KHOSHABA	10,000.00	00000072
5/3/01	CASH (R.KHOSHABA)	10,600.00	00000204

**Total** 44,600.00

**Payments made towards purchase of Cessna Citation**

6/26/01	GE Capital	10,000.00	000489
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**Total** 10,000.00

**ACCOUNT NO** 06 2468 1012 7548  
**KARL & VIVIAN SULEMAN**

**Bills and other expenses**

3/17/99	SABACI P/L	40,000.00	000052
6/10/99	SABACI	520.00	000098

**Total** 40,520.00

**Payments made to agents and others**

4/17/00	NEBIL KHAMMO	3,100.00	000217
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**Total** 3,100.00

**TOTAL OF SCHEDULE** 14,088,748.45

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**SCHEDULE C**

**KARL SULEMAN ENTERPRIZES PTY LTD - IN LIQUIDATION  
 CLAIM FOR DAMAGES AGAINST KARL SULEMAN - Part 2**

DATE	TO WHOM	AMOUNT	CHQ NO.
<b>ACCOUNT NO: 06 2196 1075 4447</b>			
<b>Karl Suleman Enterprizes Pty Ltd</b>			
<b>Payments made in respect of motor vehicles</b>			
8/21/01	Autohaus Classic BMW	40,000.00	000223
10/20/01	Rick Damelian Pty Ltd	20,000.00	000687
10/9/01	Rick Damelian	116,640.00	000557
11/5/01	Rick Damelian	100,000.00	000728
11/2/01	Rick Damelian	102,000.00	000722
8/21/01	R. Elster	10,000.00	000224
8/3/01	R Elster	10,000.00	000030
10/22/01	Cash	10,000.00	000703
10/4/01	AGC	1,106.75	000604
10/23/01	ANZ (Visa) Card	11,000.00	000712
	<b>Total</b>	<b>420,746.75</b>	
<b>Personal Items</b>			
8/24/01	Bing Lee	14,008.00	000273
7/26/01	Apollo Lighting Pty Ltd	14,000.00	000006
	<b>Total</b>	<b>28,008.00</b>	
<b>ACCOUNT NO 2265 2803 6513</b>			
<b>Karl &amp; Vivian Suleman</b>			
<b>ACCOUNT NO 2294 1016 8725</b>			
<b>Karl Suleman</b>			
2/10/00	Registration & Licensing	1,195.00	000002
3/23/00	Registration & Licensing	4,924.00	000041
3/2/00	Registration & Licensing (Yasmin)	928.00	000035
4/17/00	Registration & Licensing	70.00	000063
5/15/00	RTA (AID 16 Y)	3,641.00	000073
	<b>Total</b>	<b>10,758.00</b>	
<b>ACCOUNT NO: 06 2468 1012 7548</b>			
<b>Karl &amp; Vivian Suleman</b>			
<b>ACCOUNT NO: 402 059 185 10981</b>			
<b>Karl Suleman Enterprizes Pty Ltd</b>			
<b>Payments made in respect of motor vehicles</b>			
6/20/01	Autohaus Classic BMW	52,000.00	000438
6/21/01	Autohaus Classic BMW	70,000.00	000469
no date	Autohaus Classic BMW	35,000.00	000487
no date	Autohaus Classic BMW	4,000.00	000490
6/29/01	Autohaus Classic BMW	3,748.00	000811
6/28/01	Autohaus Classic BMW	20,075.00	000806
6/21/01	Autohaus Classic BMW	5,500.00	000470
6/28/01	R. Elster	10,000.00	000488

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6/28/01 R. Elster 6,922.00 000812

**Total 207,245.00**

**Personal credit cards**

7/2/01 ANZ Bank (Visa Card) 6,500.00 000843

**Total 6,500.00**

**Personal items**

6/21/01 Sunrunner Marine 29,500.00 000471

**Total 29,500.00**

**ACCOUNT NO**

**06 2757 2806 3891  
 KARL SULEMAN  
 ENTERPRIZES PTY LTD**

**Personal Items**

7/23/01 Harvey Norman 699.00 001182

7/23/01 Harvey Norman 11,250.00 001181

7/23/01 Harvey Norman 11,400.00 001183

7/23/01 Harvey Norman 10,995.00 001184

**Total 34,344.00**

**Personal credit cards**

7/18/01 American Express 16,800.00 001125

**Total 16,800.00**

**Payments to banks**

7/20/01 Citibank 8,475.43 001163

7/22/01 St George Bank 13,466.95 001173

7/16/01 St. George Bank 10,000.00 001121

7/20/01 Westpac 8,902.70 001167

7/20/01 Westpac 1,578.66 001160

7/30/01 CBA 8,518.00 001228

**Total 50,941.74**

**Payments made in respect of purchase of Princess 65 Yacht**

6/27/01 Capital Finance 30,656.75 Direct debit

7/27/01 Capital Finance 30,624.78 Direct debit

8/27/01 Capital Finance 30,624.78 Direct debit

9/27/01 Capital Finance 30,624.78 Direct debit

10/29/01 Capital Finance 30,624.78 Direct debit

**Total 153,155.87**

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**ACCOUNT No:**  
 2196 1075 4463

**Karl & Vivian Suleman**

**Personal credit cards**

8/20/01	WESTPAC VISA ACC NO. 4564712025457938	4,423.77	000004
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**Total** 4,423.77

**Bills and other expenses**

8/21/01	Collector of Public Money Centrelink	597.35	000005
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**Total** 597.35

**TOTAL OF SCHEDULE** 963,020.48

**SCHEDULE D**

KARL SULEMAN ENTERPRIZES PTY LTD - IN LIQUIDATION  
 CLAIM FOR DAMAGES JOINTLY AGAINST KARL & VIVIAN SULEMAN

DATE	TO WHOM	AMOUNT	CHQ NO.
<b>ACCOUNT NO:</b>	<b>06 2196 1075 4447</b>		
	<b>Karl Suleman Enterprizes Pty Ltd</b>		
<b>ACCOUNT NO</b>	<b>2265 2803 6513</b>		
	<b>Karl &amp; Vivian Suleman</b>		

**Payments made in respect of motor vehicles**

2/23/01	Rich Damelian	5,000.00	00002080
2/28/01	Autohaus Classic BMW	10,000.00	00002142

**Total** 15,000.00

**Payments to K & V Suleman**

1/23/01	K & V SULEMAN	280,000.00	00001982
1/30/01	K & V SULEMAN	300,000.00	00002010
2/6/01	K & V SULEMAN	300,000.00	00001886
2/27/01	K & V SULEMAN	360,000.00	00002145
1/15/01	K & V SULEMAN 2468 1012 7548	261,000.00	00001945

**Total** 1,501,000.00

**Bills and other expenses**

1/19/01	SPORT AVIATION SERVICE P/L	1,677.05	00001948
1/16/01	OLYMPIC HOME LOANS	5,000.00	00001295
1/23/01	INCHAPE FINANCIAL SERVICES	2,000.00	00002018
1/11/01	THE BARN OFFICE SUPERSTORE P/L	1,350.00	00001521
1/15/01	BY APPOINTMENT CORPORATE WEAR P/L	5,000.00	00001953
1/25/01	7 M WEB DIRECTORY	10,000.00	00001991
1/29/01	HONG AIR-COND	1,300.00	00001997
1/16/01	TELSTRA	194.00	00001951
1/16/01	ONE TEL	1,820.36	00001949
1/25/01	TELSTRA	426.65	00001985
1/25/01	OPTUS	596.87	00001987
1/25/01	ONE TEL	1,937.08	00001986
3/16/01	00002399	5,000.00	

**Total** 36,302.01





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**SCHEDULE E**

**KARL SULEMAN ENTERPRIZES PTY LTD - IN LIQUIDATION  
 CLAIM FOR DAMAGES AGAINST VIVIAN SULEMAN**

**Account Number 06 2196 1075 4447  
 KARL SULEMAN ENTERPRIZES PTY LTD**

9/27/01	Vivian Suleman Visa (A/c#4564871641184324)	2,675.42	000490
10/4/01	Vivian Suleman	20,000.00	000603
10/11/01	V Suleman Citibank (4564871647184324)	2,866.00	000565
11/5/01	V Suleman Visa Gold Card (4564871641184324)	9,032.51	000750
4/12/99	NAB	1,400.00	000066
5/20/99	NAB BANK	990.00	000080
5/20/99	NAB BANK	1,400.00	000079
	<b>Total</b>	<b>38,363.93</b>	

**Account Number  
 062468 1012  
 7548  
 KARL & VIVIAN SULEMAN**

7/17/01	Mrs. Curtains	10,000.00	001147
7/20/01	Citibank	8,475.43	001163
	<b>Total</b>	<b>18,475.43</b>	

**Account Number  
 06 2757 2806  
 3891  
 KARL SULEMAN ENTERPRIZES PTY LTD**

6/20/01	Citibank Account Number 4564 8716 4118 4324	2,714.47	000456
6/22/01	Mrs. Curtains	9,000.00	000474
	<b>Total</b>	<b>11,714.47</b>	

**Sub-total 68,553.83**

**Other claims**

2001	Mercedes Benz CLK 430 Elegant	4,990.00	
2001	Capital Finance (Mercedes Benz)	42,407.86	
	Mrs Curtains	43,000.00	

**Total 90,397.86**

**TOTAL OF SCHEDULE 158,951.69**

*Filed in Court on  
6/May/02 02/1039*

IN THE SUPREME COURT OF NEW SOUTH WALES No. 5415 of 2001  
DIVISION: EQUITY  
REGISTRY: SYDNEY

*Orders made by Barrett J  
on 6 May 02*

**IN THE MATTER OF KARL SULEMAN ENTERPRIZES PTY LIMITED (IN LIQ)**  
**(ACN 090 895 364) and others**

**AUSTRALIAN SECURITIES &  
INVESTMENTS COMMISSION**  
Plaintiff

**KARL SULEMAN ENTERPRIZES PTY  
LTD (In Liq)**  
**(ACN: 090 895 364)**  
First Defendant

and ten other defendants in Schedule A

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**SHORT MINUTES OF ORDER**

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**The Court Notes that:**

Note (a): For the purpose of these Orders, "the KSE Scheme" means the scheme operated by the First, Third and Fourth Defendants pursuant to which more than 20 people contributed money to the First Defendant, or to persons on its behalf, as consideration for the acquisition by them of rights to future financial benefits, those benefits to be produced by the pooling of the contributions or their use in a common enterprise.

Note (b): For the purpose of these Orders, "the Fund" means the fund comprising of:

- (i) monies ("the Monies") had and/or received by the First Defendant pursuant to any loan and / or investment contract (whether written or oral);
- (ii) investment proceeds ("the Investment Proceeds") from the Monies and / or;
- (iii) property derived directly or indirectly from the Monies and the Investment Proceeds.

Note (c): The Directors of the Second Defendant undertake to deregister the Second Defendant within seven days of the making of these Orders.

Note (d): Dominic David Stamfords, the solicitors for the Third and Fourth Defendants, undertake to the Court not to make any payments of more than \$4,000 in total out (where such payments are on the instructions of Isaac Jacob) and no further payments whatsoever on the instructions of Romil Khoshaba from trust

Filed by :  
Jan Redfern  
Solicitor for the  
Australian Securities and Investments Commission  
Level 18, No. 1 Martin Place  
SYDNEY NSW 2000

DX653 SYDNEY  
Tel (02) 99112117  
Fax: (02) 9911 2279  
Ref John Bennett

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account number 201962 held by them in the name of Romil Khoshaba and Isaac Jacob without giving the Plaintiff five clear business days written notice.

Note (e): That Order 16 is not intended by the parties to determine any question as to the entitlement to such monies held by the Fifth Defendants and in particular whether or not any part of such monies ought properly be regarded as funds of the First, Third or Fourth Defendants.

Note (f): The Plaintiff acknowledges that the consent given by the Third Defendant to the Declarations set out below is given for the purposes of these proceedings only and does not constitute any admissions by the Third Defendant for any other purpose or proceeding.

**By Consent The Court Declares that:**

1. (a) Each of the First and Third Defendants did from 17 December 1999 to 13 November 2001 contravene section 601ED (5) of the Act by operating a managed investment scheme, namely the KSE Scheme, which was required to be registered under section 601EB of the Act, but was not so registered.
- (b) Each of the First and Third Defendants did from 17 December 1999 to 13 November 2001 contravene section 780 of the Act in relation to the operation of the KSE Scheme by:
  - (i) carrying on a securities business; and
  - (ii) holding out that they carried on a securities business, in circumstances in which each of the said Defendants did not hold a dealers licence and none of the said Defendants was an exempt dealer.
- (c) Each of the First and Third Defendants did from 17 December 1999 to 13 November 2001 contravene section 781 of the Act in relation to the operation of the KSE Scheme by:
  - i. carrying on an investment advice business; and
  - ii. holding out that they were investment advisers, in circumstances in which each of the said Defendants did not hold an investment advisers licence and none of the said Defendants was an exempt investment adviser.

**By Consent the Court Orders:**

2. Pursuant to section 1324 of the Act that:
  - (a) Each of the First and Third Defendants by themselves, their servants and agents be restrained from operating, directly or indirectly, an unregistered managed investment scheme, namely the KSE Scheme or a substantially similar scheme.

- (b) Each of the First and Third Defendants by themselves, their servants and agents be restrained from:
- i. carrying on a securities business; and
  - ii. holding out that any of them carry on a securities business

without a licence as required by Chapter 7 of the Act.

- (c) Each of the First and Third Defendants by themselves, their servants and agents be restrained from:
- iii. carrying on an investment advice business; and
  - iv. holding out that any of them is an investment adviser

without a licence as required by Chapter 7 of the Act.

3. Pursuant to section 206E of the Act the Third Defendant be disqualified from managing a corporation for life from the date of this Order, subject to the right to apply to the Court on 3 months' notice to the Plaintiff after 15 years from the date of this Order for variation of this Order.
4. Until further Order, each of the Third and Fourth Defendants be restrained from directly or indirectly dealing with or disposing of any property (real or personal) purchased or acquired directly or indirectly with part of the Fund or the proceeds of any part of the Fund. Provided this does not restrict the Fifth Defendants in carrying out their duties as liquidators of the First Defendant.
5. Until further Order, each of the Third and Fourth Defendants be restrained from, directly or indirectly selling, charging, mortgaging or otherwise dealing with or disposing of, or causing or permitting to be sold, charged, mortgaged or otherwise dealt with or disposed of, all or any of their respective assets.

A) PROVIDED that this Order shall not prevent the Third and Fourth Defendants from:

- (i) Each paying ordinary living and operating expenses up to an amount of \$500 per week; and
- (ii) Upon four business days notice to the Plaintiff, paying costs reasonably incurred in these proceedings up to an amount of \$50,000; and

B) PROVIDED that this order shall not prevent any bank, building society or financial institution from exercising any right of set-off which it may have in respect of a facility afforded by it to each or any of the respondents prior to the date of this Order; and

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C) PROVIDED that Orders 5 and 6 are not to affect maintenance of the existing periodic payments to the mortgagees in respect of each of the following properties:

- 14 Pentecost Street Hinchinbrook (folio 105/856142);
- 62 Tallowood Crescent Bossley Park (folio 250/260671); and
- 24 Triten Avenue St. Johns Park (folio 26/259141).

7. Until further Order, the Plaintiff has leave to give to the Land Titles Office, any bank, building society or other financial institution with which any of the Defendants operates any accounts and any other person or entity holding or controlling property belonging to a Defendant notice of these Orders:
  - (i) in the case of the Land Titles Office, by delivering a copy of the minutes of these Orders to a person apparently in its employ at its premises, Queen's Square, Sydney;
  - (ii) in the case of any bank, building society or other financial institution, by delivering a copy of the minutes of these Orders to a person apparently in the employ of that bank, building society or other financial institution; and
  - (iii) in the case of any other person or entity, by delivering a copy of the minutes of these Orders to that person or a person apparently in the employ of or an agent for that person or entity.
8. The passports of the Third and Fourth Defendants are to be held by the Court until further Order.
9. Until further Order the Third and Fourth Defendants are prohibited from leaving Australia, without the consent of the Court.
10. In addition to any obligations arising under the Act and until further Order the Third and Fourth Defendants are restrained from being involved, directly or indirectly, in the raising of funds, by loan or subscription of equity, for any company with which any of the said Defendants are associated, except on the basis of prior disclosure by the said Defendants of the terms of the Orders made herein.
11. Notwithstanding anything else contained in these Orders, nothing shall act to prevent the Third and Fourth defendants listing for sale and selling the property owned jointly by them at 14 Pentecost Street, Hinchinbrook being Lot 105 in DP856142 ("the Hinchinbrook property").
12. Any sale pursuant to Order 11 above shall only occur at a price agreed to by the Third, Fourth and Fifth Defendants.

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13. Prior to placing the property for sale with a real estate agent, the Third, Fourth and Fifth Defendants shall agree as to what will be the reasonable selling commission for the purposes of Order 14(iii) and the reasonable legal costs for the purposes of Order 14(iv).
  
14. Notwithstanding anything else contained in these Orders, upon the settlement of any sale of the Hinchinbrook property, the proceeds shall be paid as follows:
  - (i) First, to the discharge of the mortgage to the St George Bank over the property;
  - (ii) Second, to the meeting of any outstanding rates and charges owed to Liverpool City Council and to Sydney Water;
  - (iii) Third, to the payment of reasonable selling commission to the real estate agent selling the property;
  - (iv) Fourth, to the payment of reasonable legal costs to the solicitors for the Third and Fourth Defendants on the sale of the Hinchinbrook property; and
  - (v) Fifth, the balance to the Fifth Defendants to be held in accordance with Order 16.
  
15. Notwithstanding anything else contained in these Orders, from the proceeds of any sale of the Hinchinbrook property paid to the Fifth Defendants pursuant to Order 14 (v) above, the sum of \$30,000 shall be deducted from the amount received by the Fifth Defendants and such amount of \$30,000 shall be paid into the Fund.
  
16. After the satisfaction of Order 15 above, the balance of the proceeds of sale is to be held by the Fifth Defendants until further Order.
  
17. Notwithstanding anything else contained in these Orders, from the balance held by the Fifth Defendants pursuant to Order 16, the Fifth Defendants may make payments on behalf of the Third and Fourth Defendants, until further Order, for purposes of payments:
  - (i) pursuant to Order 6(A)(i) for living expenses for the Third and Fourth Defendants incurred from the date of receipt of funds pursuant to Order 14(v) by the Fifth Defendants; and
  - (ii) pursuant to Order 6(A)(ii) for the payment, after the date of receipt of funds pursuant to Order 14(v) by the Fifth Defendants, of legal expenses incurred by the Third and/or Fourth Defendant

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whether such expenses were incurred before or after such receipt of funds pursuant to Order 14(v).

- 18. Any notice to the Plaintiff under Order 6(A)(ii) or 17(ii) to be accompanied by particulars of the legal expenses.
- 19. Until further Order, the aggregate of the amounts paid out of the proceeds of the sale of the Hinchinbrook property pursuant to Order 17 shall not exceed \$80,000.00.
- 20. Each of the Third and Fourth Defendants is restrained from selling, mortgaging, encumbering, disposing of or otherwise dealing with the items described in Schedule B;
- 21. Any funds realised by the sale by the Fifth Defendants of any asset listed in Schedule B are to be applied to the Fund.
- 22. Nothing in these Orders shall prevent the Third Defendant, as one of the Directors of the Second Defendant, from consenting to the de-registration of the Second Defendant.
- 23. Each party has liberty to apply on two days' notice.

Dated \_\_\_\_\_

\_\_\_\_\_  
For the Plaintiff

\_\_\_\_\_  
For the First and Fifth Defendants

\_\_\_\_\_  
For the Third Defendant

\_\_\_\_\_  
For the Fourth Defendant

\_\_\_\_\_  
For the Second Defendant

.....  
Judge

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## SCHEDULE A

<b>SULEMAN INVESTMENTS LIMITED</b> (ACN 096 418 049)	Second Defendant
<b>KARL SULEMAN</b>	Third Defendant
<b>VIVIAN SULEMAN</b>	Fourth Defendant
<b>PAUL G WESTON AND NEIL R CUSSEN</b> (in their capacity as Liquidators of the First and Sixth to Eleventh Defendants)	Fifth Defendants
<b>PAL HOLDINGS PTY LTD (ACN 098 168 953)</b> (in liquidation)	Sixth Defendant
<b>FROGGY HOLDINGS PTY LTD</b> ACN: 092 706 379 (in liquidation)	Seventh Defendant
<b>FROGGY MUSIC PTY LTD</b> ACN: 095 988 542 (in liquidation)	Eighth Defendant
<b>FROGGY MOBILES PTY LTD</b> ACN: 096 363 816 (in liquidation)	Ninth Defendant
<b>FROGGY MOBILES (WESTERN SYDNEY) PTY LTD</b> ACN: 093 244 789 (in liquidation)	Tenth Defendant
<b>FROGGY MOBILES (EASTERN SYDNEY) PTY LTD</b> ACN: 093 491 653 (in liquidation)	Eleventh Defendant

## SCHEDULE B

- Assets in the name of the Fourth Defendant**
  - 2001 Mercedes CLK430 AJQ 085
- Assets in the name of the Seventh Defendant**
  - Princess motor yacht (some personal equity of the Third Defendant as previously deposited by the Third Defendant)
  - BMW 735iL motor vehicle TG 1122
  - Mercedes E320 AID 65P
  - Mercedes 600



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.

**CHANDLER MACLEOD GROUP PTY LIMITED** ACN 069 815 925 will change to a public company limited by shares. The new name will be CHANDLER MACLEOD GROUP LIMITED ACN 069 815 925.

**CLEVELAND PALMS MANAGEMENT LIMITED** ACN 077 759 098 will change to a proprietary company limited by shares. The new name will be CLEVELAND PALMS MANAGEMENT PTY LTD ACN 077 759 098.

**LANDMARC LTD** ACN 056 929 483 will change to a proprietary company limited by shares. The new name will be LANDMARC PTY LTD ACN 056 929 483.

**MONUMENT ONE PTY LTD** ACN 098 766 575 will change to a public company limited by shares. The new name will be MONUMENT ONE LIMITED ACN 098 766 575.

**NEWSAGENTS SOLUTIONS LIMITED**

ACN 096 234 703 will change to a proprietary company limited by shares. The new name will be NEWSAGENTS SOLUTIONS PTY LTD ACN 096 234 703.

**RUBICON CAPITAL PARTNERS (BIOSCIENCE FUND) POOLED FUNDS LIMITED** ACN 098 066 874 will change to a proprietary company limited by shares. The new name will be RUBICON RESERVE 2 PTY LIMITED ACN 098 066 874.