



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

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

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

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

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

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

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

- (I) all of the interests in the scheme; or
- (II) the interests on issue in the scheme in the same class as the interests comprised in the issue;

or

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

the following requirements are also satisfied:

- (C) the members approve the issue;
- (D) if the interests to be issued are in a particular class, members in that class approve the issue;
- (E) unless the responsible entity reasonably considers that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;
- (F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;

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- (G) an approval for the purposes of subparagraphs (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and
- (H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the interests are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed;

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

- (A) the interests are issued pursuant to offers made at substantially the same time; and
- (B) the sum of the prices of the interest and the share which make up the Stapled Security is to equal the current market price for the Stapled Security, as defined in the constitution of the scheme, at the time the offers are made.";

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

"(iia) interests in the scheme that are component parts of Stapled Securities, other than options to subscribe for such interests, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time to only and all the then members of the scheme (other than members who hold interests that are not part of Stapled Securities) if:

- (A) all of the interests offered are in the same class;
- (B) the price of all the interests offered is the same;
- (C) the amount by which the price of the Stapled Securities of which the interests form a component part is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
- (D) the amount of interests offered to each member is proportionate to the value of that member's interest,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if, in the case of renounceable offers, the responsible entity sells or causes the sale of the rights to the Stapled Securities, 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. ";

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

"(iva) an option to subscribe for an interest in the scheme ("Option") that is a component part of a Stapled Option may be issued, and an interest may be issued on exercise of the Option, at a price determined by the responsible entity, if the Options are issued pursuant to offers made at substantially the same time to only and all the then members of the scheme (other than members who hold interests that are not part of Stapled Securities) in proportion to the value of their interests if:

- (A) all the Options offered are in the same class;
- (B) the issue and the exercise price of all the Options offered is the same;
- (C) the means of calculating the exercise price is set out in the terms of issue of the Option; and
- (D) the amount by which the exercise price of the Stapled Option is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution on the date of exercise of the Option,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the Options to the foreign members if, in the case of renounceable offers, the responsible entity sells or causes the sale of the rights to the Stapled Option, 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.";

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

"(va) an interest in the scheme that is a component part of a Stapled Security, other than an option to subscribe for such an interest, may be issued at a price determined by the responsible entity under an arrangement where:

- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for interests in the scheme;
- (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
- (C) all the interests issued under the arrangement are of the same class;
- (D) the price of each interest issued pursuant to that arrangement at substantially the same time is the same;
- (E) the amount by which the price of the Stapled Securities of which the interests form a component part is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside

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this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members.";

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

"(via) where Stapled Securities are quoted on the financial market operated by the Australian Stock Exchange Limited and not suspended from quotation, interests in the scheme that form a component part of Stapled Securities may be sold by the responsible entity or its agent, at a price determined by the responsible entity, where:

- (A) part of the issue price of interest has not been paid when called and, in accordance with the terms of the constitution, the interest has consequently been forfeited to the responsible entity on trust for the members; and
- (B) the sale of the interest occurs in the context of a sale of the Stapled Security conducted in accordance with section 254Q of the Act other than subsections 254Q(1), 254Q(10), 254Q(13) and 254Q(14) as if the Stapled Security was a share, the scheme was the company and the responsible entity was the directors of the company.";

6. After section 601PC insert:

"601PD For the purposes of this Chapter:

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

"Stapled Option" means an option to acquire an interest in a registered scheme and an option to acquire a share in a company where:

- (a) the interest in the registered scheme and the share are component parts of a Stapled Security; and
- (b) the exercise of each option is conditional on the exercise of the other."

And pursuant to paragraph 601QA(1)(a) of the Act the Commission hereby exempts the person referred to in Schedule A from paragraph 601FC(1)(d) of the Act to the extent that it would otherwise prevent the responsible entity from dealing with foreign members in the way described in subparagraphs 601GA(1)(a)(iia), (iva) or (va) as notionally inserted into the Act by this instrument.

Schedule A

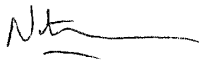
Stockland Trust Management Limited ACN 001 900 741 in its capacity as the responsible entity of the Stockland Trust ARSN 092 897 348 ("Scheme").

Schedule B

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Where under the terms on which an interest in the Scheme and a share in Stockland Corporation Limited ACN 000 181 733 are traded they can only be transferred together.

Dated this 8th day of October 2004



Signed by Nita Alexander
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 257D(4) – 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

BHP Billiton Limited ABN 49 004 028 077 ("**Limited**")

Schedule B

A share buy-back scheme to be made available to all holders of Shares (other than Excluded Foreign Persons and any shareholder who holds only Restricted Employee Shares) commencing on or around 1 November 2004 ("**Buy-Back Invitations**") which:

1. is substantially in the terms contemplated by the draft buy-back booklet document provided to ASIC on or around 6 October 2004; and
2. complies with the conditions in subsection 257B(2) of the Act, subject to subsection 257B(3) of the Act, except:
 - (a) that Limited does not comply with paragraph (a) of subsection 257B(2) of the Act but rather the Buy-Back Invitations relate only to Shares;
 - (b) that Limited does not comply with paragraph (b) of subsection 257B(2) of the Act but rather invites all holders of Shares (other than Excluded Foreign Persons and any shareholder who holds only Restricted Employee Shares) to offer for sale any number of their Shares to Limited in accordance with the terms and conditions of the Buy-Back Invitations;
 - (c) that Limited does not comply with paragraph (c) of subsection 257B(2) of the Act but rather all persons who hold Shares in Limited (other than Excluded Foreign Persons and any shareholder who holds only Restricted Employee Shares) have a reasonable opportunity to offer for sale any number of their Shares to Limited in accordance with the terms and conditions of the Buy-Back Invitations;
 - (d) that Limited does not comply with paragraph (d) of subsection 257B(2) of the Act but rather the buy-back agreements are not entered into until the Tender Period has closed; and

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- (e) that Limited does not comply with paragraph (e) of subsection 257B(2) of the Act but rather the Buy-Back Invitations are to be made by Limited to every person who holds Shares for those holders to tender their Shares to Limited and for Limited 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 Limited;
 - (ii) if the shareholder holds both Shares and Restricted Employee Shares, Limited only accepting offers in respect of the number of Shares that they hold;
 - (iv) a Buy-Back Invitation need not be made to Excluded Foreign Persons and any Tender received from an Excluded Foreign Person need not be accepted by Limited; and
 - (v) a Scale Back Mechanism operating in the manner described in conditions 4 and 5 of Schedule C to ensure that Limited does not exceed the number determined by Limited specified in condition 1 of Schedule C (or such lesser amount determined by Limited in accordance with its Buy-Back Invitations).

Schedule C

1. The number of Shares that Limited buys back, either as a result of the Buy-Back Invitation or as a result of any other buy back by Limited during the 12 months before the commencement of the Tender Period, does not exceed 10% of the smallest number of votes attaching to voting shares of Limited on issue at any time during the 12 months before the commencement of the Tender Period.
2. Limited makes it a term of the Buy-Back Invitations that the Buy-Back Price will be calculated by applying the Tender Discount selected by Limited following the end of the Tender Period to the Market Price.
3. Limited makes it a term of the Buy-Back Invitations that if a shareholder tenders Shares subject to a Minimum Price, their Tender will be rejected if the Buy-Back Price is lower than the Minimum Price.
4. Limited makes it a term of the Buy-Back Invitations that:
 - (a) if the Buy-Back Price is determined by Limited to be the largest Tender Discount of 14% to the Market Price; and
 - (b) at the close of the Tender Period, Limited has received offers that in aggregate amount to more than the Buy-Back Amount, calculated using the Buy-Back Price specified in paragraph (a) above and including Final Price Tenders,then, subject to Condition 1 of Schedule C:
 - (c) all Shares tendered above the Buy-Back Price are rejected in full;

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- (d) all Shares tendered at the Buy-Back Price and as a Final Price Tender will be bought back subject to a reduction by the same proportion (pro rata) being the proportion needed to ensure that:
 - (i) after taking into account the Priority Acquisition and the Small Holding Acquisition, no more than the Buy-Back Amount is bought back; and
 - (ii) the Priority Acquisition and the Small Holding Acquisition may be made; and
 - (e) the Priority Acquisition and the Small Holding Acquisition will be made.
5. Limited makes it a term of the Buy-Back Invitations that:
- (a) if the Buy-Back Price is determined by Limited to be a price other than the largest Tender Discount of 14% to the Market Price; and
 - (b) at the close of the Tender Period, Limited has received offers that in aggregate amount to more than the Buy-Back Amount, calculated using the Buy-Back Price specified in paragraph (a) above and including Final Price Tenders,
- then, subject to Condition 1 of Schedule C:
- (c) all Shares tendered above the Buy-Back Price are rejected in full;
 - (d) all Shares tendered at less than the Buy-Back Price will be bought back in full;
 - (e) all Shares tendered as Final Price Tenders will be bought back in full;
 - (f) Shares tendered at the Buy-Back Price (other than as Final Price Tenders) will be bought back but the number of Shares to be bought back will be subject to a reduction by the same proportion (pro rata) being the proportion needed to ensure that:
 - (i) after taking into account the Priority Acquisition and the Small Holding Acquisition, no more than the Buy-Back Amount is bought back; and
 - (ii) the Priority Acquisition and the Small Holding Acquisition may be made; and
 - (g) the Priority Acquisition and the Small Holding Acquisition will be made.
6. For the purpose of conditions 4 and 5 of this Schedule C 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 disregard any difference in proportion arising from an adjustment to ensure that only whole numbers of Shares are bought back.

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7. Limited does not enter into any buy-back agreement until after the Tender Period has closed.
8. Disclosure is made by Limited in any document sent to the shareholders regarding the Buy-Back Invitations to the effect that shareholders are entitled to vote at any meeting that is held during the Tender Period.

Interpretation

ASX means Australian Stock Exchange Limited (ABN 98 008 624 691).

ASX Market Rules means the rules that form part of the operating rules of the ASX for the purposes of the Corporations Act 2001 (Cth).

Buy-Back Amount means the number of Shares determined by Limited to be bought back, provided that the number of Shares that Limited buys back, when combined with other Shares bought back by Limited during the 12 months before the commencement of the Tender Period, does not exceed 10% of the smallest number of votes attaching to voting shares of Limited on issue at any time during the 12 months before the date of the Buy-Back Invitations.

Buy-Back Invitations means the invitation by Limited to its eligible shareholders to offer to sell Shares to Limited as set out in Schedule B.

Buy-Back Price means the price at which Limited will buy back shares from Tenders it accepts in accordance with the Buy-Back Invitations.

Excluded Foreign Person means any person holding Shares:

- (a) to whom Limited would be prohibited from paying money pursuant to the:
 - (i) *Banking (Foreign Exchange) Regulations 1959* (Cth);
 - (ii) Part 4 of the *Charter of the United Nations Act 1945* (Cth);
 - (iii) *Charter of the United Nations (Terrorism and Dealings with Assets) Regulations 2002* (Cth);
 - (iv) *Charter of United Nations (Sanctions – Afghanistan) Regulations 2001*;
 - (v) *Iraq (Reconstruction and Repeal of Sanctions) Regulations 2003*; or
 - (vi) any other act, rule, or regulation prohibiting Limited from making payments to foreign persons;
- (b) to whom the Buy-Back Invitation may not lawfully be made under the laws of the jurisdiction in which they are resident; or
- (c) whose participation in the buy-back is not permitted under the laws of the jurisdiction in which they are resident.

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Final Price Tender means a Tender in which the shareholder elects to receive the Buy-Back Price determined in accordance with the Buy-Back Invitations.

Market Price means the VWAP of Limited's ordinary shares on ASX over the five trading days up to and including the date the Tender Period closes, as determined by Limited.

Minimum Price means one of the 7 specified prices on the Tender Form that a shareholder may elect as a minimum price for their Shares to be bought back, which will operate as a condition to the acceptance by Limited of their Tender in the event their Shares would be otherwise acquired in accordance with the Buy-Back Invitation.

Plan means any Limited employee equity incentive scheme.

Priority Acquisition means the acquisition by Limited of:

- (a) the Priority Allocation from those shareholders who Tender more than the Priority Allocation at prices that are any one or more of the following:
 - (i) if the Buy-Back Price is the price corresponding the largest Tender Discount, as a Final Price Tender; or
 - (ii) the Buy-Back Price.
- (b) all of the Shares tendered by those shareholders who Tender a number of Shares equal to or less than the Priority Allocation at prices that are any one or more of the following:
 - (i) if the Buy-Back Price is the price corresponding the largest Tender Discount, as a Final Price Tender; or
 - (ii) the Buy-Back Price.

Priority Allocation means 200 Shares or such lesser number of Shares as is required to ensure that the Buy-Back Amount is not exceeded as a result of the aggregate number of Shares bought back by Limited pursuant to the:

- (a) Priority Acquisition; and
- (b) Small Holding Acquisition.

Restricted Employee Shares means fully paid ordinary shares held pursuant to the Plans that the holder would not be entitled to sell into the Share buy-back scheme under the terms of the Plan.

Scale Back Mechanism means the reduction of Shares bought back by Limited in the manner described in conditions 4 and 5 of Schedule C to ensure that the number determined by Limited as specified in condition 1 of Schedule C (or such lesser amount determined by Limited in accordance with its Buy-Back Invitations) is not exceeded and the Priority Acquisition and Small Holding Acquisition may be made.

Shares means fully paid ordinary shares in the capital of Limited (other than Restricted Employee Shares).

Small Holding means less than or equal to 200 Shares.

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Small Holding Acquisition means the acquisition by Limited of Shares from those shareholders who Tender all of their Shares at prices that are any one or more of the following:

- (a) a Final Price Tender;
- (b) at the Buy-Back Price; or
- (c) below the Buy-Back Price,

and would, but for this acquisition, have had a Small Holding created as a result of the Scale Back Mechanism.

Tender means an offer made in accordance with the Buy-Back Invitations by a holder of Shares to sell to Limited a specified number of Shares at a specified Tender Discount by delivering to Limited a tender form (which has not been withdrawn).

Tender Discount means one of the specified discounts to the Market Price (from 5% to 14%) as set out in the Tender Form.

Tender Form means the form of offer by a shareholder to sell their nominated Shares to Limited, which is enclosed with the buy-back booklet and includes a form of offer amended in accordance with the procedures set out in the buy-back booklet.

Tender Period means the period within which shareholders may lodge, withdraw or amend a tender in accordance with the procedures set out in the buy-back booklet (that is 1 November 2004 until midnight on 19 November 2004).

VWAP for a share over a period means the volume weighted average price of shares sold on the ASX excluding any transactions defined in the ASX Market Rules as special crossings, crossings prior to the commencement of normal trading, crossings during the closing phase and the after hours adjust phase, any overseas trades or trades pursuant to the exercise of options over Shares and any overnight crossings or other trades that the directors of Limited determine to exclude on the basis that the trades are not fairly reflective of natural supply and demand.

Dated this 8th day of October 2004



Signed by Kate Metz
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 951B(1)(c) — Declaration**

Under paragraph 951B(1)(c) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission amends ASIC Instrument [04/1198] dated 15 November 2004 by:

1. at the start of Schedule B inserting the paragraph number "1.";
2. at the end of Schedule B inserting:
 - "2. The issue of a combined prospectus and Product Disclosure Statement ("**Disclosure Document**") dated on or before 30 November 2004 by the RE and FKP Limited (ACN 010 729 950) ("**FKP**") which:
 - (a) includes a statement by PKF containing general advice in relation to the issue of shares in FKP and interests in the Trust ("**PKF expert's report**") where PKF has consented to the inclusion of an investigating accountant's report in the Disclosure Document in the form and context in which it is included, and where the investigating accountant's report bears the title "Financial Service Guide and Investigating Accountant's Report in relation to the offer of FKP Property Group Stapled Securities" (or substantially this title) on its cover, or at or near its front;
 - (b) may include a statement by E&Y containing general advice in relation to the issue of shares in FKP and interests in the Trust ("**E&Y expert's report**") where E&Y has consented to the inclusion of a property valuation report in the Disclosure Document in the form and context in which it is included, and where the E&Y expert's report bears the title "Financial Service Guide and Valuation Report in relation to 8 Spring Street and 52 Clarence Street" (or substantially this title) on its cover, or at or near its front;
 - (c) includes at or near the front of the PKF expert's report, a Financial Services Guide for which PKF is the providing entity; and
 - (d) if the E&Y expert's report is included in the Disclosure Document, includes at or near the front of the E&Y expert's report, a Financial Services Guide for which E&Y is the providing entity.";
3. under the heading "Interpretation, omitting:
 - "5. *providing entity* has the meaning given by subsection 941A(1); and
 6. *responsible person* has the meaning given by subsection 1013A(3)."
 and inserting:

- "5. *prospectus* has the meaning given by section 9; 0 4 / 1 2 6 0
6. *providing entity* has the meaning given by subsection 941A(1); and
7. *responsible person* has the meaning given by subsection 1013A(3)."

Dated this 8th day of October 2004



Signed by Greg Heaton
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission

Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 5C of the Act applies to Macquarie Leisure Management Limited ACN 079 630 676 in its capacity as the responsible entity of Macquarie Leisure Trust ARSN 093 193 438 ("the Scheme") in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

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

"(ia) interests in the scheme may be issued, at a price determined by the responsible entity, while the Macquarie Leisure Trust Group (which comprises the scheme and Macquarie Leisure Operations Limited ACN 104 529 106) is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001* and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where the issue of the interests is not to the responsible entity or any person associated with it, and, in the case where:

- (A) the issue (together with any other issue of interests up to one year previously, at a consideration determined by the responsible entity other than an issue approved or ratified by the members in accordance with subparagraphs (C) to (H) and issues in accordance with other provisions of the constitution) is of interests that would, immediately before the issue, comprise more than 15% of either:

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

or

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

the following requirements are also satisfied:

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

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- (E) unless the responsible entity reasonably considers that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;
- (F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;
- (G) an approval for the purposes of subparagraphs (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and
- (H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the interests are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed.

2. after section 601PC insert:

"601PD For the purposes of this Chapter:

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

Schedule

Where under the terms on which an interest in the Scheme and a share in Macquarie Leisure Operations Limited ACN 104 529 106 are traded, they can only be transferred together.

Dated this 11th day of October 2004



Signed by Nita Alexander
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: York Corporate Advisory Pty Ltd ABN: 73 093 907 076("the Licensee")
Level 6, 75 Elizabeth Street, Sydney NSW 2000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 219027 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 11th day of October 2004.

Signed

Joyce Krashow, a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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


Notice of Cancellation of an Australian Financial Services Licence

TO: Village Resort Vacations Ltd ABN: 41 003 301 844 ("the Licensee")
288 Hastings River Drive, Port Macquarie NSW 2444

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 227178 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 11th day of October 2004.

Signed


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Joyce Krashow, a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 951B(1)(c) —
Declaration**

Under paragraph 951B(1)(c) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission declares that Part 7.7 of the Act applies to the person mentioned in Schedule A in the case referred to in Schedule B as if subsection 941D(1) were modified or varied by deleting the words “as soon as practicable after it becomes apparent to the providing entity that the financial service will be, or is likely to be, provided to the client, and must in any event be given to the client before the financial service is provided” and inserting instead the words “at the same time as the financial service is provided.”

Schedule A

KPMG Corporate Finance (Aust) Pty Limited ACN 007 363 215 (*KPMG*)

Schedule B

Where:

- (a) Harrington Group Limited ACN 001 285 230 (*HGL*) sends a bundle of documents to HGL Shareholders consisting of:
 - (i) a document containing an Explanatory Memorandum and Notice of General Meeting;
 - (ii) an Expert's Report prepared by KPMG and KPMG has consented to the inclusion of the Expert's Report in the bundle of documents in the form and context in which it is included; and
 - (iii) a Financial Services Guide prepared by KPMG in relation to general advice contained in the Expert's report; and
- (b) KPMG's Financial Services Guide is provided to the client by no later than the time at which the Explanatory Memorandum and Notice of General Meeting must be provided to HGL Shareholders.

Interpretation

In this instrument:

"Expert's Report" means a statement by KPMG containing general advice in relation to the proposed acquisition by HGL of all the issued share capital of MDM Technologies Pty Limited ACN 111 001 604;

"Explanatory Memorandum" means a statement or statements that provide information to HGL Shareholders about the matters to which the Notice of General Meeting relates.

"Financial Services Guide" has the meaning given by section 761A;

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"**general advice**" has the meaning given by subsection 766B(4);

"**HGL Shareholders**" means holders of ordinary shares in Harrington Group Limited
ACN 001 285 230;

"**Notice of General Meeting**" means a notice of meeting required to be given to
HGL Shareholders under subsection 249J(1) of the Act; and

Dated this 21st day of September 2004



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

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

Under paragraph 1020F(1)(a) of the Corporations Act 2001 (the *Act*) the Australian Securities and Investments Commission exempts the persons specified in Schedule A from subparagraph 1012B(3)(a)(iii) of the Act in the case mentioned in Schedule B.

Schedule A

Macquarie Bank Limited (*MBL*) and any related body corporate in relation to MBL.

Schedule B

Issues of interests in a limited partnership registered under section 55 of the *Partnership Act 1892* (NSW) (*LP*) where:

1. The interests are issued to persons who reside outside Australia pursuant to offers received outside Australia (*Offers*); and
2. The person who makes the Offers complies with the relevant laws, relating to the Offers, of the jurisdictions in which the Offers are received.

Dated this 21st day of September 2004.



Signed by Steven Cominos
as a delegate of Australian Securities and Investment Commission

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

Under paragraph 1020F(1)(c) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission declares that, until 31 December 2004, section 1013D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if that section were modified or varied as follows:

1. after subsection 1013D(1) insert:

"1013D(1A) The Product Disclosure Statement need not include the issuer's contact details where all the following apply:

- (a) the Product Disclosure Statement was printed and available for distribution before 30 September 2004; and
- (b) the issuer either:
 - (i) makes available on its Internet website in a manner reasonably likely to come to the attention of a person seeking information about any financial products to which the Product Disclosure Statement relates, a prominent notice setting out the issuer's contact details; or
 - (ii) if the issuer does not have an Internet website — displays at each place the issuer carries on business in this jurisdiction in an area likely to be accessed by members of the public, a prominent notice setting out the issuer's contact details.

1013D(1B) Where a Product Disclosure Statement covered by subsection (1) does not include the issuer's contact details because of subsection (1A), the issuer must take all reasonable steps to ensure that any document that is sent to the address of the issuer in relation to any financial product to which the Product Disclosure Statement relates is delivered to the issuer."

Schedule A

- 1. Mercantile Mutual Insurance (Australia) Limited ACN 000 456 799 ("Mercantile Mutual")
- 2. QBE Insurance (Australia) Limited ACN 003 191 035 ("QBE")

Schedule B

Where, due to the purchase of Mercantile Mutual by QBE Insurance Group Limited ACN 008 485 014 on or about 30 September 2004, the address of Mercantile Mutual becomes 82 Pitt Street, Sydney, New South Wales, 2000 and is identical to the contact details of QBE.

Dated this 30th day of September 2004



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

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

Pursuant to subsection 741(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("Commission") hereby declares that Chapter 6D of the Act applies to the person specified in Schedule A in the case specified in Schedule B as if paragraph 723(3)(b) was modified or varied by replacing "7" with "8".

Schedule A

White Gold Mining Limited ACN 092 471 513 ("Issuer") and any person acting on its behalf.

Schedule B

Offers to issue securities in the Issuer pursuant to a prospectus dated 23 August 2004, as supplemented by a supplementary prospectus which relates to subparagraph 724(1)(b)(i) of the Act to be lodged with ASIC on or about 30 September 2004.

Dated this 30th day of September 2004.

Signed: 

Salvatore Pillera as delegate of the
Australian Securities and Investments Commission

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

1. Under paragraph 911A(2)(l) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts, until 30 June 2005, the person referred to in Schedule A from the requirement to hold an Australian financial services licence for dealing in and providing financial product advice in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.
2. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.

Schedule A

Starbucks Coffee Company (Australia) Pty Limited
ACN 089 313 057 ("Issuer").

Schedule B

A facility (the "Facility") that is issued by the Issuer, known as a "Starbucks Card" and through which, or through the acquisition of which, a person makes non-cash payments for coffee and coffee-related goods and services at stores that accept the Starbucks Card worldwide.

Schedule C

Where all of the following apply:

1. the Issuer has taken all reasonable steps to ensure that:
 - (a) the amount available for the making of non-cash payments under the Facility held by each client; or
 - (b) where a client may hold more than one Facility— the total of the amounts available for the making of non-cash payments under all Facilities held by each client,does not exceed \$1,000 at any time; and
2. the total of the amounts available for making non-cash payments through the Facilities held by all clients does not exceed \$10,000,000;

Schedule D

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The Issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard AS4269-1995: *Complaints Handling* that covers complaints made in connection with any dealing in, or any provision of financial product advice in relation to, the Facility, or with any use of the Facility; and
2. ensure that any monies paid to the Issuer on account of an amount that may be paid by a client to another person (the "third party") through the Facility is paid as soon as practicable to, and held in, an account with an Australian ADI designated as a trust account until the Issuer is required to use the money to discharge the obligation to the third party for the provision of goods or services by the third party for which the non-cash payment was made through the Facility; and
3. at or before making an offer to a person to acquire the Facility (whether by issue or transfer):
 - (a) provide the person with a written document ("disclosure document") which sets out the terms and conditions of the Facility and if not already included in the terms and conditions, the following statements and such of the following information in a manner that is clear, concise and effective, as the person would reasonably require in order to assess the merits and risks of acquiring or using the Facility:
 - (i) a statement setting out the name, principal place of business and the address of the registered office of the Issuer; and
 - (ii) information about:
 - (A) the cost of using the Facility; and
 - (B) any other amounts that will or may be payable by the person in respect of the Facility, and the times at which those amounts will or may be payable; and
 - (iii) information about any other significant characteristics or features of the Facility or of the rights, terms, conditions and obligations attaching to the Facility; and
 - (iv) information about the dispute resolution system that covers complaints by clients and about how that system may be accessed; and
 - (v) if the Issuer makes other information relating to the Facility available to clients or prospective clients, or to people more generally – a statement of how that information may be accessed; and
 - (b) where the terms or conditions of the Facility include a term or condition that:

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- (i) the Issuer may unilaterally vary the terms or conditions of the Facility; or
- (ii) there is an expiry date by which the person can use any amount that can be used by the client for payment under the Facility,

ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and

4. where a person is a client at the date of this instrument, the Issuer must:
 - (i) as soon as reasonably practicable after the date of this instrument, make available on its Internet website the disclosure document, in a manner reasonably likely to come to the attention of a person seeking information about the Facility on that site; and
 - (ii) on the next practicable date when the Issuer provides any other written material to the client, provide the disclosure document to the client; and
5. give written notice to clients of any proposed material change to the terms and conditions of the Facility or of any proposal by the Issuer to withdraw the Facility at least 30 days before the change or withdrawal takes effect, or where the client is not required to be identified when acquiring or using the Facility, take reasonable steps to notify clients of any proposed material change to the terms and conditions of the Facility or of any proposal by the Issuer to withdraw the Facility at least 30 days before the change or withdrawal takes effect; and
6. establish and maintain a means by which each client can readily, and without cost to the client, find out the amount that can be used by the client for payment under the Facility; and
7. provide any information in writing as and when requested by ASIC in relation to the Facility, within 20 business days of any such request.

Interpretation

For the purposes of this instrument:

1. *client* means a person who holds a Facility;
2. *dealing* has the meaning given by subsection 766C(1) of the Act;
3. *financial product advice* has the meaning given by subsection 766B(1) of the Act;
4. *makes non-cash payments* has the meaning given by section 763D of the Act;

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5. *mechanism* includes a certificate, voucher, token, card, coin or other object, including electronic cash or material token, that can be used for making a payment, or causing a payment to be made; and
6. *offer* has a meaning affected by subsection 1010C(2) of the Act.

Commencement

This instrument takes effect on gazettal.

Dated the 1st of October 2004.



Signed by Greg Heaton
as delegate of the Australian Securities and Investments Commission

0 4 / 1 2 7 0**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Pursuant to paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* applies to the person referred to in the Schedule until 31 March 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5) and (6), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5) and (6), if";
3. adding after subsection 601GA(4):
 - " (5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated:
 - (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; and
 - (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
 - (6) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or the proceeds payable upon a withdrawal from the scheme to the extent that it depends on determining the value of an asset that is scheme property or the amount of a liability that may be satisfied from scheme property where the responsible entity:
 - (a) reasonably believes that the value or amount cannot be objectively ascertained at the relevant time; and
 - (b) discloses a general description of the valuation methods and policies it will apply in determining the value or amount:
 - (i) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; and
 - (ii) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.

(7) In this section:

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information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in a scheme; and

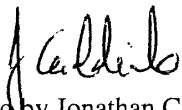
transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets merely because the interest has been acquired or the withdrawal request is met."

Schedule

MLC Investments Limited ACN 002 641 661 in its capacity as responsible entity of:

MLC Investment Trust Australian Share Value Style Fund ARSN 111 074 054;
MLC Investment Trust Australian Share Growth Style Fund ARSN 111 074 125;
MLC Investment Trust Global Share Value Style Fund ARSN 111 074 152; and
MLC Investment Trust Global Share Growth Style Fund ARSN 111 074 170.

Dated this 5th day of October 2004



Signed by Jonathan Caddick
as a delegate of the Australian Securities and Investments Commission

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

Pursuant to paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* applies to the person referred to in the Schedule until 31 March 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5) and (6), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5) and (6), if";
3. adding after subsection 601GA(4):

" (5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision.

(6) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or the proceeds payable upon a withdrawal from the scheme to the extent that it depends on determining the value of an asset that is scheme property or the amount of a liability that may be satisfied from scheme property where the responsible entity:

- (a) reasonably believes that the value or amount cannot be objectively ascertained at the relevant time; and
- (b) discloses a general description of the valuation methods and policies it will apply in determining the value or amount in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision.

(7) In this section:

transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets merely because the interest has been acquired or the withdrawal request is met."

Schedule

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Macquarie Investment Management Limited ACN 002 867 003 in its capacity as responsible entity of Wellington Management Portfolio (Australia) – Global Growth Equity Portfolio ARSN 111 155 474.

Dated this 7th day of October 2004



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

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

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

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

“must either:

 - (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
 - (b) propose a related body corporate to be the new responsible entity in accordance with subsection (1A).”;
2. insert after subsection (1) the following subsection:

“(1A) The requirements for proposing a related body corporate to be the new responsible entity are as follows:

 - (a) The responsible entity must give members notice of a proposal to choose a company (the *proposed responsible entity*), which is a wholly owned subsidiary of the responsible entity’s holding company, to be the scheme’s new responsible entity.
 - (b) The notice to members must:
 - (i) set out:
 - (A) the responsible entity’s reasons for wanting to retire; and
 - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity; and
 - (ii) state prominently that if:
 - (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members,

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- who would be entitled to vote if the proposal were put as a proposed resolution to a meeting of members under paragraph (1)(a), ask for a vote on the choice of the proposed responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on a resolution for the choice of the proposed responsible entity; and
- (iii) be accompanied by a form which can be ticked to ask for a vote; and
 - (iv) state prominently a reply paid address of the responsible entity to which the form may be sent.
- (c) If sufficient members ask for a vote in accordance with the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting in accordance with Part 2G.4 to vote on the choice of the proposed responsible entity as soon as possible.
- (d) If there is a postal vote:
- (i) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent;
 - (ii) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (A) the proposed responsible entity will be chosen as the new responsible entity if at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the choice; and
 - (B) only votes received by the responsible entity within 28 days after the issue of the voting paper will be counted.
- (e) If a meeting is convened the resolution to choose the new responsible entity must be an extraordinary resolution if the scheme is not listed.";and

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3. insert after subsection (2), the following subsections:

“(2A) If a postal vote is arranged under paragraph (1A)(c) and at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the proposed responsible entity, that entity is taken for the purposes of subsection (2) to have been chosen by a resolution of members on the last day on which postal votes may be received in order to be counted.

(2B) If:

- (a) a related body corporate is proposed to be the new responsible entity in accordance with subsection (1A); and
- (b) sufficient members do not ask for a vote to choose the entity in accordance with the notice referred to in paragraph (1A)(b); and
- (c) the entity has consented in writing to becoming the scheme’s responsible entity,

then:

- (d) as soon as practicable and in any event within 2 business days after the end of the period in which a member may ask for such a vote, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme’s registration to name the proposed responsible entity as the scheme’s responsible entity; and
- (e) the notice must be accompanied by a certificate from the current responsible entity that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity’s reasons as to why this is the case; and
- (f) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged.”.

Schedule A

Multiplex Investments Limited ACN 096 295 233 (**MIL**), the responsible entity of the registered scheme in Schedule B.

Schedule B

Multiplex Development Trust No.2 ARSN 100 563 488 (the **Scheme**)

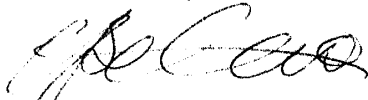
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Schedule C

04 / 1272

The proposed retirement of MIL as responsible entity of the Scheme and the proposed appointment of Multiplex Capital Limited ACN 094 936 866, as replacement responsible entity, with its consent to appointment given no later than 31 October 2004.

Dated this 8th day of October 2004



Signed by Claire Bothwell
as delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission

Corporations Act 2001 — Paragraphs 911A(2)(l), 926A(2)(a), 951B(1)(a), 992B(1)(a) and 1020F(1)(a) — Exemption

1. Under paragraph 926A(2)(a) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts, until 30 June 2005, the person referred to in paragraph 1 of Schedule A from Divisions 3 and 5 of Part 7.6 of the Act for dealing in, and providing financial product advice in relation to, the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.
2. Under paragraphs 951B(1)(a), 992B(1)(a) and 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in paragraph 1 of Schedule A from Divisions 2, 3 and 4 of Part 7.7, Divisions 2, 3, 5 and 6 of Part 7.8 and Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.
3. Under paragraph 911A(2)(l) of the Act, ASIC exempts, until 30 June 2005, the person referred to in paragraph 2 of Schedule A from the requirement to hold an Australian financial services licence for dealing in and providing financial product advice in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.
4. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in paragraph 2 of Schedule A from Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.

Schedule A

1. Credit Union Services Corporation (Australia) Limited (ACN 087 822 455)
2. Tecient Card Solutions Limited (ARBN 107 723 624)

(together, "the Issuers")

Schedule B

A facility (the "Facility") that is issued by the Issuers and through which, or through the acquisition of which a person makes non-cash payments for goods and services using a pre-paid non-reloadable VISA card, each card having a fixed limit between \$20 and \$500 as selected by the person.

Schedule C

Where all of the following apply:

1. the Issuers have taken all reasonable steps to ensure that on each occasion a transaction is made through the use of one or more Facilities, the total amount paid through all the Facilities used does not exceed \$1,000; and
2. the total of the amounts available for making non-cash payments through the Facilities held by all clients does not exceed \$10,000,000.

Schedule D

The Issuers must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard AS4269-1995: *Complaints Handling* that covers complaints made in connection with any dealing in, or any provision of financial product advice in relation to, the Facility, or with any use of the Facility; and
2. ensure that any monies paid to the Issuers on account of an amount that may be paid by a client to another person (the "third party") through the Facility is paid as soon as practicable to, and held in, an account with an Australian ADI designated as a trust account until:
 - (a) the Issuers are required to use the money to discharge the obligation to the third party for the provision of goods or services by the third party for which the non-cash payment was made through the Facility; or

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- (b) in accordance with the terms and conditions of the Facility, the client is no longer entitled to make non cash payments through the Facility using such money; and
3. at or before making an offer to a person to acquire the Facility (whether by issue or transfer):
- (a) provide the person with a written document ("disclosure document") which sets out the terms and conditions of the Facility and if not already included in the terms and conditions, the following statements and such of the following information in a manner that is clear, concise and effective, as the person would reasonably require in order to assess the merits and risks of acquiring or using the Facility:
- (i) a statement setting out the name, principal place of business and the address of the registered office of the Issuers; and
- (ii) information about:
- (A) the cost of using the Facility; and
- (B) any other amounts that will or may be payable by the person in respect of the Facility, and the times at which those amounts will or may be payable; and
- (iii) information about any other significant characteristics or features of the Facility or of the rights, terms, conditions and obligations attaching to the Facility; and
- (iv) information about the dispute resolution system that covers complaints by clients and about how that system may be accessed; and
- (v) information about the respective roles and obligations of each Issuer under the terms and conditions of the Facility, including whether the obligations are joint and several or otherwise; and
- (vi) if the Issuers make other information relating to the Facility available to clients or prospective clients, or to people more generally – a statement of how that information may be accessed; and
- (b) where the terms or conditions of the Facility include a term or condition that:
- (i) the Issuers may unilaterally vary the terms or conditions of the Facility; or
- (ii) there is an expiry date by which the person can use any amount that can be used by the client for payment under the Facility,
- ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and
4. where a person is a client at the date of this instrument, the Issuers must:
- (i) as soon as reasonably practicable after the date of this instrument, make available on its Internet website the disclosure document, in a manner reasonably likely to come to the attention of a person seeking information about the Facility on that site; and
- (ii) on the next practicable date when the Issuers provide any other written material to the client, provide the disclosure document to the client; and
5. give written notice to clients of any proposed material change to the terms and conditions of the Facility or of any proposal by the Issuers to withdraw the Facility at least 30 days before the change or withdrawal takes effect, or where the client is not required to be identified when acquiring or using the Facility, take reasonable steps to notify clients of any proposed material change to the terms and conditions of the Facility or of any proposal by the Issuers to withdraw the Facility at least 30 days before the change or withdrawal takes effect; and
6. establish and maintain a means by which each client can readily, and without cost to the client, find out the amount that can be used by the client for payment under the Facility; and
7. provide any information in writing as and when requested by ASIC in relation to the Facility, within 20 business days of any such request.

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Interpretation

For the purposes of this instrument:

1. *client* means a person who holds a Facility;
2. *dealing* has the meaning given by subsection 766C(1) of the Act;
3. *financial product advice* has the meaning given by subsection 766B(1) of the Act;
4. *makes non-cash payments* has the meaning given by section 763D of the Act;
5. *mechanism* includes a certificate, voucher, token, card, coin or other object, including electronic cash or material token, that can be used for making a payment, or causing a payment to be made; and
6. *offer* has a meaning affected by subsection 1010C(2) of the Act.

Commencement

This instrument takes effect on gazettal.

Dated the 11th day of October 2004.



Signed by Conrad Rainer
as delegate of the Australian Securities and Investments Commission

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

Pursuant to paragraph 741(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from subsections 711(5) and 724(1) (to the extent that it applies because of paragraph 724(1)(b)) of the Act in the case referred to in Schedule B on the conditions set out in Schedule C and for so long as that condition is met.

And pursuant to paragraph 741(1)(b) of the Act, ASIC hereby declares that Chapter 6D of the Act applies in relation to an issue of securities under the prospectus referred to in Schedule B subsequent to the First Issue (as defined in Schedule C) as if subsection 723(3) were omitted and the following subsection substituted:

- "(3) If a disclosure document for an offer of securities states or implies that the securities are to be quoted on a financial market (whether in Australia or elsewhere) and the securities are not admitted to quotation within 7 days after their issue, then:
- (a) an issue of securities in response to the application is void; and
 - (b) the person offering the securities must return the money received by the person from the applicant as soon as practicable."

Schedule A

Clime Capital Limited ACN 106 282 777 ("Clime").

Schedule B

An issue of ordinary shares and options in Clime ("Securities") under a prospectus lodged on or about the date of this instrument by Clime pursuant to section 718 of the Act ("Prospectus").

Schedule C

Clime does not issue any Securities under the Prospectus unless:

- (a) Clime has made an application to the Australian Stock Exchange Limited ("ASX") within 7 days after the date of the Prospectus, for Securities first issued under the Prospectus ("First Issue") to be admitted to quotation on ASX; and
- (b) The Securities referred to in paragraph (a) of this Schedule are admitted to quotation on the ASX within 3 months after the date of the Prospectus.

Dated the 11th day of October 2004



Signed by Gadi Bloch
as delegate of the Australian Securities and Investments Commission