



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette
No. ASIC 46/06, Tuesday, 21 November 2006

Published by ASIC

ASIC Gazette

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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.

ISSN 1445-6060 (Online version)
ISSN 1445-6079 (CD-ROM version)

Available from www.asic.gov.au
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06/0949

**AUSTRALIAN SECURITIES AND
INVESTMENTS COMMISSION
IN THE MATTER OF
DAVID TWEED
AND PART 7.6 OF THE CORPORATIONS ACT 2001**

To: **David Tweed**
26 Francis St
MELBOURNE Vic 3000

**BANNING ORDER UNDER SECTION 920A
OF THE CORPORATIONS ACT 2001**

TAKE NOTICE that **UNDER SECTION 920A** of the Corporations Act 2001 the Australian Securities and Investments Commission **PROHIBITS DAVID TWEED PERMANENTLY** from providing any financial services.

Dated this 30th day of October 2006

Signed: 

Richard D Cockburn
Delegate of the
Australian Securities and Investments Commission.

Your attention is drawn to subsection 920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct that breaches a banning order that has been made against the person. Contravention of subsection 920C(2) is an offence.

06/0950

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

Under paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if items 11 and 12 of the table in subsection 633(1) of the Act were modified by omitting the words "no later than 15 days" and substituting the words "no later than 20 days".

Schedule A

Carsales.com.au Limited ACN 053 273 546 ("Target")

Schedule B

An off-market bid by ACP Magazines Limited ACN 053 273 546 ("Bidder") for all the fully paid ordinary shares in the Target in respect of which a bidder's statement was lodged with ASIC on 5 October 2006 where the Target posts a notice on its company website by 9.30am on the next business day after the date of this declaration that:

- (a) explains the effect of this declaration; and
- (b) recommends that holders of shares in the Target take no action in relation to the Bidder's offer until they have received the Target's target statement.

Dated 10 November 2006



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

06/0951

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

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

1. paragraph 617(1)(b) were varied or modified by omitting the full stop immediately after "subsection 633(2)" and substituting ", or which will be issued after that date but before the end of the offer period under a dividend reinvestment plan."
2. section 650A were varied or modified by:
 - (a) inserting "650BA," after "section 650B," in subsection 650A(1); and
 - (b) inserting "650BA," after "section 650B," in subsection 650A(2).
3. the following section were inserted immediately after subsection 650B(4):

"650BA The bidder may vary the offers made under the bid to extend the offer to securities that were issued under a dividend reinvestment plan after the date set by the bidder under subsection 633(2)."

Schedule A

Tradefresh Pty Limited ACN 120 761 677 ("**Bidder**")

Schedule B

A takeover bid made by the Bidder for all of the fully paid ordinary shares in Chiquita Brands South Pacific Limited ACN 002 687 961 in respect of which a replacement bidder's statement was lodged with ASIC on 24 August 2006.

Schedule C

A supplementary bidder's statement is lodged with ASIC on or about 9 November 2006 disclosing the effect of this instrument.

Dated the 8th day of November 2006



Signed by Rupert Clive Smoker
as a delegate of the Australian Securities and Investments Commission

06/0952

**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 ABN AMRO Investments Australia Limited ACN 120 541 988 in its capacity as the responsible entity of the ABN AMRO Social Infrastructure Investment Trust ARSN 122 274 257 (*Trust 1*) and ABN AMRO Social Infrastructure Finance Trust ARSN 122 274 426 (*Trust 2*) in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

1. omit paragraph 601FC(1)(c) and substitute:
 - “(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in another scheme, where interests in each of the schemes are components of a stapled interest) and, if there is a conflict between the members’ interests and its own interests, give priority to the members’ interests; and”;

2. omit paragraph 601FD(1)(c) and substitute:
 - “(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in another scheme, where interests in each of the schemes are components of a stapled interest) and, if there is a conflict between the members’ interests and the interests of the responsible entity, give priority to the members’ interests; and”;

3. section 601LC were modified or varied by adding after notional subsection 208(2) of the Act as included in that section:
 - “(2A) Member approval is not required for the giving of a benefit and the benefit need not be given within 15 months if:
 - (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property; and
 - (b) all of the interests in the scheme and all of the interests in another scheme (the *stapled scheme*), are component parts of stapled interests; and
 - (c) the benefit is given by:
 - (i) the responsible entity of the scheme; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
 - (d) the benefit is given to:

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- (i) the stapled scheme; or
- (ii) any wholly owned entity of the scheme or the stapled scheme; or
- (iii) as a result of a benefit given to one or more of the persons described in subparagraphs (i) to (ii), to a related party of the responsible entity of the scheme who holds stapled interests; or
- (iv) an entity in which every interest is jointly held by the scheme and the stapled scheme.

(2B) For the purposes of this section:

- (a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for, or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and
- (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”; and

4. after section 601PC insert:

“601PD For the purposes of this Chapter:

stapled interest means interests in two or more registered schemes where:

- (a) under the terms on which each of those interests are to be traded, they must be transferred together; and
- (b) there are no interests in the same class as those interests which may be transferred separately.”

Schedule

Where, under the terms on which an ordinary interest in Trust 1 and an ordinary interest in Trust 2 are to be traded, they must be transferred together.

Dated this 6th day of November 2006



Signed by Christopher Wheeler

as a delegate of the Australian Securities and Investments Commission

06/0953

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

Pursuant to subsections 655A(1) and 673(1) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Act apply to the persons named in Schedule A in the case referred to in Schedule B as if:

1. section 609 of the Act were modified or varied by adding after subsection (13):

“(14) A person does not have a relevant interest in securities merely because they apply restrictions on the disposal of the securities by the holder.”
2. Part 6C.1 of the Act were modified or varied by adding after section 671BA:

“671BB For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(14)”.

SCHEDULE A

Babcock & Brown Power Limited ACN 116 665 608 ("Company"); and
Babcock & Brown Power Services Limited ACN 118 165 156 in its capacity as trustee of the Babcock & Brown Power Trust ARSN 122 375 562 ("Trust")

SCHEDULE B

An acquisition of a relevant interest in shares in the Company and interests in the Trust ("Escrowed Securities") arising as a result of the entry into escrow deeds ("Escrow Deeds") dated on or about 10 November 2006 between the Company, the Trust and existing holders of both shares in the Company and interests in the Trust as at 10 November 2006 ("Existing Securityholders") as described in the combined Product Disclosure Statement and prospectus ("Offer Document") lodged with ASIC on or about 10 November 2006, where the Escrow Deeds:

- (a) restrict disposal of, but not the exercise of voting rights attaching to, the Escrowed Securities;
- (b) terminate no later than the earlier of:
 - (i) 12 months after the date on which shares in the Company and interests in the Trust are first quoted on the Australian Stock Exchange; or
 - (ii) 2 years after the Company and the Existing Securityholders enter into an Escrow Deed;

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- (c) allow the Existing Securityholder to accept into a takeover bid where:
 - (i) holders of at least half of the bid class securities that are not subject to Escrow Deeds to which the offer under the bid relates have accepted; and
 - (ii) the Escrow Deeds require that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (d) allow the Escrowed Securities to be transferred or cancelled as part of a merger by scheme of arrangement; and
- (e) are substantially in the form provided to ASIC on 7 November 2006.

Dated the 15th day of November 2006



Signed by Rupert Clive Smoker
as a delegate of the Australian Securities and Investments Commission

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

Under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) declares that Chapters 6 and 6C of the *Act* apply to the persons referred to in Schedule A in the case referred to Schedule B as if Chapters 6 and 6C were modified or varied by inserting after subsection 609(6):

- “(6A) A person (the *trustee*) who would otherwise have a relevant interest in securities as a trustee does not have a relevant interest in the securities where, under the terms of the deed establishing the trust:
- (a) each such security is transferred to the trustee subject to an equitable interest in favour of a person who has paid part of the consideration for that security; and
 - (b) the trustee does not vote, appoint a proxy to vote as directed or appoint the chairman of the security issuer to vote an undirected proxy, on any resolution in respect of the securities other than in accordance with the voting directions of holders of instalment receipts over Telstra shares; and
 - (c) the trustee must hold the securities until the full amount of consideration for the securities has been paid.”

Schedule A

Telstra Sale Company Limited ACN 121 986 187 (the *Trustee*)

Each entity that would be deemed to have a relevant interest in shares in Telstra Corporation Limited ACN 051 775 556 through its relationship with the Trustee under subsection 608(3) of the *Act*.

Schedule B

The calculation of the relevant interests, voting power or substantial holdings of the persons mentioned in Schedule A in relation to shares in Telstra where:

- (a) the Trustee holds and deals with the shares in Telstra in accordance with the terms of the trust deed between the Commonwealth of Australia (the *Commonwealth*) and the Trustee executed on 8 October 2006 (the *Trust Deed*) and as in force at the date of this instrument;
- (b) the Commonwealth holds all of the shares in the Trustee;
- (c) the only discretions exercised by the Trustee under the Trust Deed which fall outside the discretions of a bare trustee under subsection 609(2) of the *Act* are those contained in the list of discretions provided by the Commonwealth to ASIC on 30 October 2006; and

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06/0954

- (d) if the Trustee is entitled to exercise any discretions under the Trust Deed, it does so on ordinary commercial terms or in an ordinary commercial manner as the case requires.

Dated this 14th day of November 2006



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

06/0955

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

Under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Act apply to the persons named in Schedule A in the case referred to in Schedule B as if:

1. section 609 of the Act, as modified or varied by ASIC Class Order [CO 03/634], were further modified or varied by inserting after subsection (13) (as notionally inserted by [CO 03/634]):

"(14) A person does not have a relevant interest in securities merely because the company applies restrictions on the disposal of the securities by the holder."; and

2. Part 6C.1 of the Act, as modified or varied by ASIC Class Order [CO 03/634], were further modified or varied by inserting after section 671BA (as notionally inserted by [CO 03/634]):

"671BB For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(14)."

SCHEDULE A

Walter Diversified Services Limited (ACN 121 517 860) ("Walter Diversified Services")

SCHEDULE B

An acquisition of a relevant interest in 27,502,224 ordinary shares in Walter Diversified Services ("Escrowed Securities") arising as the result of the entry into escrow deeds between Walter Diversified Services and each of the persons named in Schedule C, where each escrow deed:

- (a) restricts disposal of, but not the exercise of voting rights attaching to, the Escrowed Securities;
- (b) terminates no later than 12 months after the date it is entered into between Walter Diversified Services and the relevant person named in Schedule C;
- (c) allows the holder of the relevant Escrowed Securities to accept into a takeover bid where holders of at least half of the bid class securities that are not subject to the escrow deeds to which the offer under the bid relates have accepted;
- (d) requires that the shares be returned to escrow if the above bid does not become unconditional;
- (e) allows the Escrowed Securities the subject of the escrow deeds to be transferred or cancelled as part of a merger by scheme of arrangement; and
- (f) is substantially in the form provided to ASIC on 21 September 2006.

SCHEDULE C

06/0955

ACS Pty Limited as trustee for the Ash Family Investment Trust

Wanstead Investments Pty Limited as trustee for the Wanstead Nominees Discretionary Trust

Wayne Bull

Wayne Bull and Sandra Bull as trustees for the Taurus Superannuation Fund

Roberts Development Services Pty Limited

Peter Wilson

M&M Dubois Pty Limited as trustee for the Kembla Superannuation Fund

M&M Dubois Pty Limited

Abraham Mining Pty Limited

Andrew Hobden

Phillip McCarthy

Kerr Enterprises (Qld) Pty Limited

Amlake Pty Limited

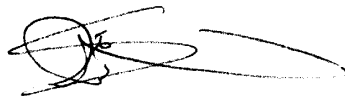
Barjon Enterprises Pty Limited

Ciaran Hallinan

Macquarie Financial Products Management Limited as responsible entity for the Helmsman Capital Fund

Richard Sandland

Dated this 30th day of October 2006



Signed by Tom Stone
as a delegate of the Australian Securities and Investments Commission

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

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

1. paragraph 661B(1)(a) was modified by inserting the words "(omitting the holder's name and address)" after the words "in the prescribed form";
2. paragraph 661B(1)(c) was modified by omitting the words "the notice" and substituting the words "a copy of the notice which includes the holder's name and address";
3. paragraph 661B(1)(d) was modified by inserting the words "of the notice referred to in paragraph (a)" after the words "give a copy";
4. subsection 661B(3) was modified by inserting the words "referred to in paragraph (1)(c)" after the words "the notice";
5. subsection 661B(4) was modified by inserting the words "referred to in paragraph (1)(c)" after the words "the notice" where they first appear; and
6. subsection 662A(1) was modified by inserting at the end of the subsection the following words:

"This section does not apply where the bidder has given to all remaining holders of bid class securities a compulsory acquisition notice under subsection 661B(1)."

SCHEDULE A

Rank Group Australia Pty Limited ACN 121 366 041 ("Bidder")

SCHEDULE B

The compulsory acquisition by the Bidder of ordinary shares in Burns, Philp & Company Limited ACN 000 000 359 ("Target") where notices under subsection 661B(1) of the Act are prepared, lodged and given in accordance with section 661B of the Act, following the off-market takeover bid by the Bidder for all of the ordinary shares in the Target in respect of which a bidder's statement was lodged with ASIC on 28 August 2006.

Dated this 9th day of November 2006



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

06/0957

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

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

1. paragraph 661B(1)(b) was modified by inserting the words "a copy of" before the words "the notice";
2. subsection 661D(1) was modified by inserting the words "copy of a" before the words "compulsory acquisition notice"; and
3. paragraph 666A(2)(a) was modified by inserting the words "a copy of" before the words "the compulsory acquisition notice".

SCHEDULE A

Rank Group Australia Pty Limited ACN 121 366 041 ("Bidder")

SCHEDULE B

The compulsory acquisition by the Bidder of ordinary shares in Burns, Philp & Company Limited ACN 000 000 359 ("Target") where notices under subsection 661B(1) of the Act are prepared, lodged and given in accordance with section 661B of the Act, following the off-market takeover bid by the Bidder for all of the ordinary shares in the Target in respect of which a bidder's statement was lodged with ASIC on 28 August 2006.

Dated this 13th day of November 2006



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

06/0959

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* the Australian Securities and Investments Commission (*ASIC*) varies ASIC Instrument [06/0315] dated 27 April 2006 by omitting paragraph 3 and substituting:

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

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

- (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property; and
- (b) all of the interests in the scheme and all of the interests in another scheme (the *stapled scheme*), are component parts of stapled securities; and
- (c) the benefit is given by:
 - (i) the responsible entity; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
- (d) the benefit is given to:
 - (i) a wholly owned entity of the scheme; or
 - (ii) the stapled scheme or a wholly owned entity of the stapled scheme; or
 - (iii) an entity in which every interest is held jointly by the scheme and the stapled scheme.

(2B) For the purposes of this section:

- (a) An entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and
- (b) A reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries."

Dated this 15th day of November 2006



Signed by Amney Alayan
as a delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

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

CENTREVIC VINEYARDS LIMITED

ACN 080 108 050 will change to a proprietary company limited by shares. The new name will be CENTREVIC VINEYARDS PTY LTD ACN 080 108 050.

DIXON ADVISORY PTY LTD ACN 080 207 076 will change to a public company limited by shares. The new name will be DIXON ADVISORY LIMITED ACN 080 207 076.

MICROMACHINES LIMITED ACN 100 590 001 will change to a proprietary company limited by shares. The new name will be MICROMACHINES PTY LTD ACN 100 590 001.

CINEMA DECO PTY LTD ACN 120 047 412 will change to a public company limited by shares. The new name will be CINEMA DECO LIMITED ACN 120 047 412.

MICROMACHINES HOLDINGS LIMITED ACN 100 657 707 will change to a proprietary company limited by shares. The new name will be MICROMACHINES HOLDINGS PTY LTD ACN 100 657 707.

WESTERN PACIFIC SOLAR PTY LTD ACN 119 142 291 will change to a public company limited by shares. The new name will be WESTERN PACIFIC SOLAR LTD ACN 119 142 291.