



Commonwealth of Australia



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

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# ASIC Gazette

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**Australian Securities and Investments Commission**

**Corporations Act 2001 – Subsections 655A(1) and 673(1) - Declarations**

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

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

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

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

**Schedule A**

UBS Warburg Australia Limited ACN 008 582 705 ("UBSW").

**Schedule B**

An increase in voting power or acquisition of a relevant interest in up to 54,000,000 voting shares in Worley Group Limited ABN 40 008 528 705 ("Company") arising as a result of the entry into escrow deeds on or about the date of this instrument ("Escrow Deed"), on terms substantially in the form of the draft provided to ASIC on 18 October 2002 and as disclosed in a prospectus lodged with ASIC on 18 October 2002, between UBSW and each of the following shareholders in the Company:

- a) John Grill;
- b) Russell Staley;
- c) Peter Meurs;
- d) David Housego;
- e) John Schubert;
- f) John Green; and
- g) Grahame Campbell,

(together, the "Existing Shareholders"), in which clause 3 of each Escrow Deed imposes restrictions on the ability of each Existing Shareholder to dispose of their shares in the Company

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for the period commencing on 28 October 2002 and ending no later than 24 hours after 13 September 2003.

Dated 28<sup>th</sup> day of October 2002

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

Signed by Eugene Tan  
delegate for the Australian Securities & Investments Commission

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**Australian Securities and Investments Commission**  
**Corporations Act 2001 – Paragraphs 911A(2)(l), 951B(1)(a) and 1020F(1)(a) –**  
**Exemptions**

1. Under paragraph 911A(2)(l) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts each person specified in Schedule A (each a "credit union") from the requirement to hold an Australian financial services licence for the provision of financial services of the kind specified in Schedule B.
2. Under paragraph 951B(1)(a) of the Act ASIC hereby exempts each credit union from Part 7.7 of the Act in the cases specified in Schedule B.
3. Under paragraph 1020F(1)(a) of the Act ASIC hereby exempts each credit union from section 1017F of the Act in the case of a transaction described in paragraph 2 of Schedule B on the condition that each statement of account sent by the credit union to a holder of member shares includes a statement of:
  - (a) the number of member shares held by that member; or
  - (b) the amount subscribed by that member for the member shares.

**Schedule A**

A company that satisfies both of the following:

- (a) it is registered under clause 3 of Schedule 4 to the Act;
- (b) it is permitted to use the expression "credit union", "credit society", or "credit co-operative" under section 66 of the *Banking Act 1959*.

**Schedule B**

1. The provision of financial product advice to a member or prospective member of the credit union in relation to the issue to that member of one or more member shares as

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defined in Regulation 12.8.03 of the *Corporations Regulations 2001*, where the aggregate amount subscribed or to be subscribed by the member for:

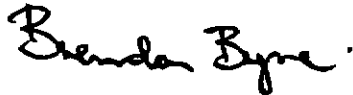
- (a) all member shares then held by the member; and
- (b) all member shares proposed for issue to the member,

does not exceed \$50.

2. Any dealing in member shares that is constituted by:

- (a) an issue of member shares in the circumstances described in paragraph 1 of this Schedule; or
- (b) the redemption of such shares.

Dated the 5th day of August 2002



Signed by Brendan Byrne

as a delegate of the Australian Securities and Investments Commission

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

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

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

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

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

**Schedule A**

UBS Warburg Australia Limited ACN 008 582 705 ("UBSW").

**Schedule B**

An increase in voting power or acquisition of a relevant interest in up to 106,924,457 voting shares in DCA Group Limited (ACN 002 808 746) ("DCA") arising as a result of a relevant agreement between DCA and UBSW that DCA will not exercise, without the consent of UBSW, its discretion to waive its rights under a restriction deed ("Deed"), the material terms of which are disclosed in a prospectus lodged with ASIC on 26 September 2002, entered into between DCA and each shareholder ("Shareholder") in:

- (a) Southernnex Imaging Group Limited ACN 093 088 236;
- (b) Regional Imaging Limited ACN 095 630 792;
- (c) Jones Holding Co Limited ACN 096 196 655;
- (d) Gold Coast Medical Imaging Pty Limited ACN 069 098 988; and
- (e) PerthRadClinic Limited ACN 099 943 594,

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(collectively the "**Companies**"), who is issued shares in DCA as consideration under offers made by DCA dated on or about 27 September 2002 to acquire all the issued shares in the Companies, in which clauses 2 and 3 of each Deed imposes escrow restrictions on the Shareholder, that are enforceable by DCA, for a period until 30 September 2004.

Dated this 31<sup>st</sup> day of October 2002



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



**ASIC 02/1183**

Australian Securities & Investments Commission

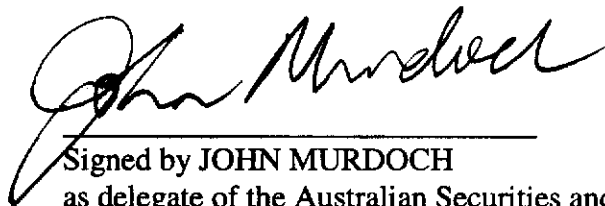
**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION  
CORPORATIONS ACT  
SUB-SECTION 340(1)  
ORDER**

**PURSUANT** to sub-section 340(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") **HEREBY MAKES AN ORDER** in respect of the company ("Company") mentioned in Schedule A relieving the Company from compliance with the requirements of paragraph 319(3)(b) of the Act, relating to the lodging with ASIC of the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2002, until 22 November 2002.

**Schedule A**

Kareelya Limited ACN 097 303 154

Dated the 5 November 2002



Signed by JOHN MURDOCH  
as delegate of the Australian Securities and Investments Commission



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

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

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

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

and section 708 does not say otherwise.

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

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

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

**Schedule A**

Any person who makes an offer of a body's securities for sale of the kind referred to in Schedule B.

**Schedule B**

This instrument applies only to an offer of securities of Insurance Australia Group Limited (ACN 090 739 923) ( “Issuer”) for sale which has each of the following 3 characteristics:

1. The securities were issued on or after the Commencement Date and before 12 December 2002.
2. The securities are not, and do not include, debentures.
3. The securities were issued without disclosure to investors under Part 6D.2 of the Act because the Issuer relied upon, and complied with all applicable conditions of, ASIC Class Order CO 02/831.

**Interpretation**

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In this instrument "Commencement Date" means the date of commencement of Schedule 1 to the Financial Services Reform Act 2001.

Dated the 7th day of November 2002.

A handwritten signature in black ink, appearing to read 'Eugene Tan', written in a cursive style.

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

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**Australian Securities and Investments Commission  
Corporations Act 2001— Paragraphs 283GA(1)(a), 601QA(1)(a),  
741(1)(a), 911A(2)(l) and 1020F(1)(a) — Exemption**

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts each person referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
- (a) from Chapter 5C and Part 7.9 of the Act; and
  - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,
- in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.
- 3 For the avoidance of doubt, under paragraph 911A(2)(l) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
- (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
  - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,
- a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

**SCHEDULE A — PERSONS EXEMPTED**

Rockwell Collins, Inc (incorporated in Delaware, United States of America) (the "issuer"), and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

**SCHEDULE B — CASES EXEMPTED**

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended (quoted shares);
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to the Rockwell Collins Employee Share Purchase Plan (including any applicable sub plan) ("employee share scheme"), which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

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

### SCHEDULE C — FURTHER REQUIREMENTS

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

- 1 The shares the subject of the offer or option are of a body securities of which have been quoted on:
  - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
  - (b) an approved foreign market throughout the 16 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
  - (a) the offer document must include or be accompanied by a copy, or a summary, of:
    - (i) the rules of the employee share scheme pursuant to which the offer is made; and
    - (ii) the terms and conditions of the contribution plan;
  - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
  - (c) the offer document must specify in respect of the shares offered or subject to the option:
    - (i) the acquisition price in Australian dollars of the shares;
    - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
    - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
  - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
    - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
    - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and

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- (e) the offer document must also state:
  - (i) the Australian ADI where contributions are held;
  - (iii) the length of time they may be held; and
  - (iv) the rate of interest payable (if any) on the contributions held in the account.

4 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

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

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

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

#### SCHEDULE D — CONDITIONS

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.
- 3 Neither the issuer nor any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the shares to which the offer relates.

#### SCHEDULE E — FURTHER PERSONS EXEMPTED

Any person who:

- (a) operates, or is involved in operating, a managed investment scheme by reason of operating an employee share scheme with a contribution plan; or
- (b) offers, issues or sells or is involved in offering, issuing or selling interests in a managed investment scheme arising by reason of an employee share scheme with a contribution plan.

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## SCHEDULE F — FURTHER CASES EXEMPTED

This exemption applies to an employee share scheme which involves the making of offers, issues or sales which meet the requirements in Schedule B.

### Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
  - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
  - (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
  - (c) the offeree may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.
- 2 A body corporate is an associated body corporate of an issuer if:
  - (a) the body corporate is a related body corporate of the issuer; or
  - (b) the body corporate has voting power in the issuer of not less than 20%; or
  - (c) the issuer has voting power in the body corporate of not less than 20%,  
(applying the definition of "voting power" contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
  - (a) 1 cent per option; or
  - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
  - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:

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- (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
  - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
- (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated the 7<sup>th</sup> day of November 2002



Signed by Vinh Huynh  
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission  
Corporations Act 2001 - Subsection 259C(2) - Exemption**

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Pursuant to subsection 259C(2) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person referred to in Schedule A from compliance with section 259C of the Act in the case referred to in Schedule B and on the conditions specified in Schedule C:

**Schedule A**

**Macquarie Bank Limited ACN 008 583 542 ("Macquarie")**

**Schedule B**

The issue or transfer of shares or units of shares of Macquarie to or in trust for Macquarie Life Limited ACN 003 963 773 ("Macquarie Life"), as an investment of assets of a statutory fund (for the purposes of the Life Insurance Act 1995 (Cth)) of Macquarie Life to be held for the benefit of policy holders of Macquarie Life.

**Schedule C**

1. The conditions, in paragraphs (a), (b) and (c) below, relate only to those Macquarie shares and units of Macquarie shares in circumstances where, but for this exemption, their issue or transfer to a controlled entity would contravene section 259C of the Act:
  - (a) Macquarie and its controlled entities do not exercise votes attaching to Macquarie shares nor control or influence the exercise of votes attached to Macquarie shares.
  - (b) All acquisitions by Macquarie's controlled entities in Macquarie's shares, other than by way of a new issue, may only be made:
    - (i) on the financial market operated by ASX; or
    - (ii) as a result of a transaction between Macquarie's controlled entities, or funds which are managed by Macquarie's controlled entities.
  - (c) A controlled entity does not acquire Macquarie shares, by way of a new issue, unless participation in the issue is approved by Macquarie shareholders or the issue satisfies one of the following exceptions in ASX Listing Rule 7.2:
    - (i) participation in a pro rata issue;
    - (ii) the issue of shares pursuant to a takeover offer;
    - (iii) an issue under a dividend reinvestment plan; and
    - (iv) issue on the conversion of convertible securities which were issued in the circumstances outlined in sub-paragraphs (i) to (iii).
2. The aggregated percentage of voting shares in Macquarie, in respect of which its controlled entities have the power to control voting or disposal of, does not exceed 5% of Macquarie's voting shares.
3. In calculating the percentage referred to in paragraph 2, include those Macquarie shares underlying a derivative, where the terms of the derivative give a Macquarie controlled entity power to control the vote attached to the underlying share.
4. Commencing on the date of this exemption and every 14 days from the date of the most recent notice given under either paragraphs 4 and 5, Macquarie announces to ASX for release to the financial market operated by ASX, the aggregated percentage total of the following Macquarie voting shares:
  - (a) Macquarie voting shares in respect of which Macquarie controlled entities have the power to control voting or disposal; and
  - (b) Macquarie voting shares underlying derivatives held by Macquarie controlled entities,




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as a percentage of the total number of Macquarie voting shares on issue.

5. Commencing on the date of this exemption, Macquarie announces to ASX for release to the financial market operated by ASX, any change of 1% or more in the aggregated percentage total referred to in paragraph 4, from the most recent notice given under either paragraphs 4 and 5. Disclosure under this paragraph must be made before the end of 1 business day after the day on which Macquarie became aware of the change.
6. In making any announcement pursuant to paragraph 4 or 5, Macquarie is required to comply with subsection 671B(3) of the Act as though the announcement was a notice of a change in substantial shareholding.
7. Commencing on the date of this exemption, Macquarie maintains records of trading by its controlled entities in shares and in derivatives with Macquarie shares as the underlying shares.
8. Macquarie retains the records of trading, referred to in paragraph 7, for a period of 12 months from the date of each trade.
9. Macquarie makes the records referred to in paragraph 7 available for inspection to ASIC, ASX or a futures exchange during business hours and within 1 business day upon receipt of a written request for access.
10. For the purposes of these conditions:
  - (a) "ASX" means Australian Stock Exchange Limited.
  - (b) An entity is a controlled entity of Macquarie if that entity would be a controlled entity of Macquarie within the meaning of section 259E of the Act.
  - (c) The term "derivative" includes a warrant, an exchange traded option, a swap transaction and any other futures contract which has Macquarie shares as the underlying security.

This exemption shall remain effective, unless otherwise revoked, for a period of 12 months from the date of execution.

Dated: 8<sup>th</sup> day of November 2002



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



ASIC 02/1187

Australian Securities & Investments Commission

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

**Order Revoking Licence**

**TO:** Fleet Stockbrokers Limited, ACN: 006 622 573 ("the Licensee")  
Level 4  
83 Mount Street  
NORTH SYDNEY NSW 2060

Pursuant to paragraph 825(a) of the Corporations Act 2001 (as it applies by virtue of section 1432 of the Corporations Act 2001), the Australian Securities and Investments Commission hereby revokes Licence Number 12244 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 11<sup>th</sup> day of November 2002.

Signed .....  .....

Timothy Mullaly, a delegate of the Australian Securities and Investments  
Commission

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

Pursuant to paragraph 1020F(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission hereby exempts each person in a class of persons described in Schedule A from the new product disclosure provisions in the case referred to in Schedule B.

**SCHEDULE A**

1. A person who is a Lloyd's underwriting member.
2. A person who offers to arrange for the issue of an insurance product by a Lloyd's underwriting member.
3. A person who recommends that another person acquire an insurance product issued by a Lloyd's underwriting member.

**SCHEDULE B**

The offering to issue, or to arrange the issue, or the issuing, by a person who is a Lloyd's underwriting member of a risk insurance product (other than a life risk insurance product) as a member of a listed Lloyd's syndicate of underwriting members, or the making of a recommendation to acquire such a product, where:

- (a) the person was not a member of the syndicate immediately prior to the FSR commencement; and
- (b) the offer or issue occurs during the transition period for the insurance product; and
- (c) the insurance product is in the same class as another insurance product that was issued by the syndicate prior to the FSR commencement; and
- (d) at the time of the offering or the issuing, the syndicate includes at least one member who was a member of the syndicate immediately prior to the FSR commencement.

NOTE: The offer or issue of the insurance product, insofar as it is made by a member referred to in paragraph (d), may be subject to sections 71A and 73 of the

02 / 1188

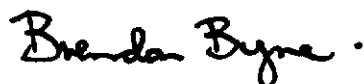
*Insurance Contracts Act 1984* as in force immediately before the FSR commencement, and any associated provisions (Act, s1440(e)).

### **Interpretation**

For the purposes of this instrument:

1. "FSR commencement" has the same meaning as in subsection 1410(1) of the Act;
2. "Lloyd's" means the Society of Lloyd's incorporated by the Act of the United Kingdom known as the *Lloyd's Act 1871*;
3. "new product disclosure provisions" has the same meaning as in subsection 1438(2) of the Act;
4. "transition period" has the same meaning as in subsection 1438(3) of the Act; and
5. when determining whether two insurance products issued or to be issued by a listed Lloyd's syndicate of underwriting members are in the same class:
  - (a) apply the rules set out in subsection 1410(2) of the Act and subregulation 10.2.74(6) of the *Corporations Regulations 2001*; and
  - (b) disregard any change that may have occurred in the composition of the membership of the syndicate between the date of issue of the first insurance product and the date of issue of the second insurance product.

Dated the 23rd day of September 2002



Signed by Brendan Byrne

as a delegate of the Australian Securities and Investments Commission

02 / 1189

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") in relation to the registered scheme specified in Schedule B in the case set out in Schedule C from the requirement to convene a meeting to pass a special resolution under section 601GC(1)(a) so long as the case in Schedule D is met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being SAC Ownership Trust ARSN 101 837 209 (the "scheme")

Schedule C

The proposed amendment to the constitution of the scheme by the members.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than:
  - (a) Record Funds Management Limited;
  - (b) a nominee of Record Funds Management Limited; and
  - (c) RR Funding Pty Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The amendments are made in connection with the acquisition of a direct or indirect interest in the property known as QANTAS Airport Centre located at the corner Botany Road and Bourke Street, Mascot, NSW, and/or the terms upon which the Fund obtains funding for that acquisition.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02/1190

~~02/1190~~

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") in relation to the registered scheme specified in Schedule B in the case set out in Schedule C from the requirement to convene a meeting to pass a special resolution under section 601GC(1)(a) so long as the case in Schedule D is met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being Record Reality ARSN 101 833 005 (the "scheme")

Schedule C

Which will lead to the proposed amendment to the constitution of the scheme's withdrawal rights.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than ("unitholders"):
  - (a) Record Funds Management Limited; and
  - (b) Record Investments Limited;
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a product disclosure statement under the Act.
4. The amendments are made so that the scheme's constitution reflects the terms of the PDS to be issued on or about September 2002 under which units in the scheme are proposed to be offered to investors.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02 / 1191

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") from Part 5C.6 and subsection 601GA(4) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C so long as the conditions in Schedule D are met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being SAC Ownership Trust ARSN 101 837 209 (the "scheme")

Schedule C

The proposed amendment of the unitholders withdrawal rights in the constitution of the scheme.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than (unitholders):
  - (a) Record Funds Management Limited;
  - (b) a nominee of Record Funds Management Limited; and
  - (c) RR Funding Pty Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The withdrawal rights for the scheme will be set out in the scheme's constitution.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02 / 1192 \_

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") from Part 5C.6 and subsection 601GA(4) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C so long as the conditions in Schedule D are met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being Gosford Ownership Trust ARSN 101 835 394 (the "scheme")

Schedule C

The proposed amendment of the unitholders withdrawal rights in the constitution of the scheme.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than (unitholders):
  - (a) CRC Gosford Pty Limited;
  - (b) Record Funds Management Limited; and
  - (c) a nominee of Record Funds Management Limited;
  - (d) RR Funding Pty Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The withdrawal rights for the scheme will be set out in the scheme's constitution.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission



02 / 1193

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") in relation to the registered scheme specified in Schedule B in the case set out in Schedule C from the requirement to convene a meeting to pass a special resolution under section 601GC(1)(a) so long as the case in Schedule D is met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being Gosford Ownership Trust ARSN 101 835 394 (the "scheme")

Schedule C

The proposed amendment to the constitution of the scheme by the members.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than:
  - (a) CRC Gosford Pty Limited;
  - (b) Record Funds Management Limited; and
  - (c) a nominee of Record Funds Management Limited;
  - (d) RR Funding Pty Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The amendments are made in connection with the acquisition of a direct or indirect interest in the property known as 92 Donnison Street, Gosford, NSW, and/or the terms upon which the Fund obtains funding for that acquisition.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02 / 1194

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") from Part 5C.6 and subsection 601GA(4) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C so long as the conditions in Schedule D are met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being RP Prospect Investment Trust ARSN 101 833 505 (the "scheme")

Schedule C

The proposed amendment of the withdrawal rights in the constitution of the scheme.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than (unitholders):
  - (a) RSPG Limited;
  - (b) Record Funds Management Limited; and
  - (c) a nominee of Record Funds Management Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The withdrawal rights for the scheme will be set out in the scheme's constitution

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02 / 1195

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") in relation to the registered scheme specified in Schedule B in the case set out in Schedule C from the requirement to convene a meeting to pass a special resolution under section 601GC(1)(a) so long as the case in Schedule D is met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being RP Prospect Investment Trust ARSN 101 833 505 (the "scheme")

Schedule C

The proposed amendment to the constitution of the scheme by the members.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than:
  - (a) RSPG Limited;
  - (b) Record Funds Management Limited; and
  - (c) a nominee of Record Funds Management Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The amendments are made in connection with the acquisition of a direct or indirect interest in the property known as Prospect Business Park, Clunies Ross Street, Greystanes, NSW, and/or the terms upon which the Fund obtains funding for that acquisition.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02 / 1196

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") from Part 5C.6 and subsection 601GA(4) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C so long as the conditions in Schedule D are met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being Mt Gravatt Ownership Trust ARSN 101 834 995 (the "scheme")

Schedule C

The proposed amendment of unitholders withdrawal rights in the constitution of the scheme.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than (unitholders):
  - (a) CRC Mt. Gravatt Pty Limited;
  - (b) Record Funds Management Limited; and
  - (c) a nominee of Record Funds Management Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The withdrawal rights for the scheme will be set out in the scheme's constitution.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02 / 1197

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") in relation to the registered scheme specified in Schedule B in the case set out in Schedule C from the requirement to convene a meeting to pass a special resolution under section 601GC(1)(a) so long as the case in Schedule D is met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being Mt Gravatt Ownership Trust ARSN 101 834 995 (the "scheme")

Schedule C

The proposed amendment to the constitution of the scheme by the members.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than:
  - (a) CRC Mt. Gravatt Pty Limited;
  - (b) Record Funds Management Limited; and
  - (c) a nominee of Record Funds Management Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The amendments are made in connection with the acquisition of a direct or indirect interest in the property known as 2221 Logan Road, Upper Mt. Gravatt, Queensland, and/or the terms upon which the Fund obtains funding for that acquisition.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02 / 1198

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") in relation to the registered scheme specified in Schedule B in the case set out in Schedule C from the requirement to convene a meeting to pass a special resolution under section 601GC(1)(a) so long as the case in Schedule D is met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being Hurstville Ownership Trust ARSN 101 837 423 (the "scheme")

Schedule C

The proposed amendment to the constitution of the scheme by the members.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than:
  - (a) CRC Hurstville Pty Limited;
  - (b) Record Funds Management Limited; and
  - (c) a nominee of Record Funds Management Limited; and
  - (d) RR Funding Pty Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The amendments are made in connection with the acquisition of a direct or indirect interest in the property known as 43 Bridge Street, Hurstville, NSW, and/or the terms upon which the Fund obtains funding for that acquisition.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02/1199

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") from Part 5C.6 and subsection 601GA(4) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C so long as the conditions in Schedule D are met.

Schedule A

Record Funds Management Limited ABN 69 095 162 931 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being Hurstville Ownership Trust ARSN 101 837 423 (the "scheme")

Schedule C

The proposed amendment of the unitholders withdrawal rights in the constitution of the scheme.

Schedule D

1. All unitholders in the scheme consent in writing to the proposed amendment to the constitution of the scheme (specified in schedule C).
2. There are no unit holders in the fund other than (unitholders):
  - (a) CRC Hurstville Pty Limited;
  - (b) Record Funds Management Limited; and
  - (c) a nominee of Record Funds Management Limited; and
  - (d) RR Funding Pty Limited.
3. All units in the Fund were issued in circumstances that did not require the Responsible Entity to issue a disclosures document or product disclosure statement under the Act.
4. The withdrawal rights for the scheme will be set out the scheme's constitution.

Dated this 24th day September of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

02 / 1200

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby varies the instrument of exemption dated 24 September 2002 granted by Theo Tsoukatos for Record Funds Management Limited (ABN 69 095 162 931) for the Trust known as Record Realty (ARSN 101 833 005) relating to the requirement to convene a meeting to pass a special resolution under section 601GC(1)(a) of the Act as follows:

- (a) in Schedule B delete the word "Realty" and replace it with the word "Realty".
- (b) delete the case set out in Schedule C and replace it with "The proposed amendment to the constitution of the scheme."
- (c) in condition 2(b) of Schedule D add the following after the word "Limited" but before the ";", "or a related body corporate of Record Investments Limited".
- (d) add the words "or disclosure document" after the word "statement" in condition 3 of Schedule D.
- (e) replace condition 4 of Schedule D with "The amendments are made so that the scheme's constitution reflects the terms of the disclosure document to be issued on or about October 2002 under which units in the scheme and options for units in the scheme are proposed to be offered to investors."

Dated this 2<sup>nd</sup> day October of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission



02 / 1201

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

Pursuant to subsection 601QA(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission hereby varies Schedule C of the ASIC instrument of Exemption and Declaration numbered [02/0822] dated 15 July 2002 (the Instrument) by:

1. in the first paragraph of subparagraph 601GA(1)(a)(ia) as notionally inserted into the Act by the Instrument, deleting the words in parentheses and substituting the following text:

"(save that the party to whom the issue is made may be an associate of the responsible entity ("Associate") in that Associate's capacity as bona fide underwriter or sub-underwriter, but only if:

- A. that Associate disposes of those Stapled Securities to a party or parties that are not the responsible entity or any of its associates on or before 31 March 2003; and
- B. that Associate does not exercise any voting rights attaching to the Stapled Securities for so long as the Associate holds them);";

2. deleting subparagraph 601GA(1)(a)(iiia)[E] as notionally inserted into the Act by the Instrument and substituting the following text:


"[E] Stapled Securities not taken up by Stapled Security Holders under the offer are not issued to a person who is associated with the responsible entity (save that the party to whom the issue is made may be an associate of the responsible entity ("Associate") in that Associate's capacity as bona fide underwriter or sub-underwriter, but only if:

- I. that Associate disposes of those Stapled Securities to a party or parties that are not the responsible entity or any of its associates on or before 31 March 2003; and
- II. that Associate does not exercise any voting rights attaching to the Stapled Securities for so long as the Associate holds them);" and

3. inserting the following paragraph immediately before the paragraph marked "Interpretation":

"3. Immediately after subparagraph 601GA(1)(a)(viii) as inserted into the Act by ASIC instrument numbered [02/0821] dated 15 July 2002 insert the following paragraph:"

Dated this 9th day of October 2002



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

02 / 1202

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person mentioned in Schedule A (the "responsible entity") in relation to the registered scheme specified in Schedule B in the case set out in Schedule C from the requirement to hold a members' meeting under section 601FL(1) so long as the condition in Schedule D is met.

SCHEDULE A

Permanent Investment Management Limited ACN 003 278 831 the responsible entity of the registered scheme specified in Schedule B.

SCHEDULE B

The registered scheme being: (the "scheme")

Investa Fourth Commercial Trust                      ARSN 102 383 077

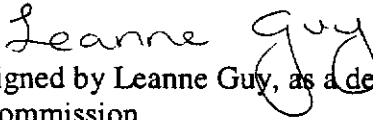
SCHEDULE C

The proposed retirement of the responsible entity of the scheme and its replacement by Investa Properties Limited ACN 084 407 241 as the proposed responsible entity of the scheme with its written consent (the "proposal").

SCHEDULE D

The only holder of an interest in the scheme is Permanent Trustee Australia Limited ACN 008 412 913 (the "Holder") and the Holder has consented in writing to the proposal and has been given all information about the proposal.

Dated this 15<sup>th</sup> day of October 2002

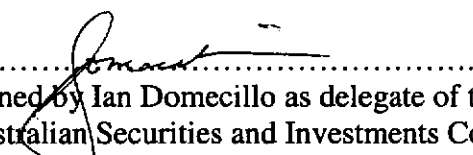
  
Signed by Leanne Guy, as a delegate of the Australian Securities and Investments Commission.

02 / 1203

Australian Securities and Investments Commission  
Corporations Act 2001  
Subsection 1084(2), Paragraphs 601QA(1)(a), Paragraph 741(1)(a) and Paragraph  
601QA1(b)  
Exemption, Declaration and Revocation

Pursuant to subsection 1084(2), paragraph 601QA(1)(a), paragraph 741(1)(a) and paragraph 601QA(1)(b) of the Corporations Act 2001 the Australian Securities and Investments Commission hereby revokes the instrument of exemption and declaration dated 30 March 2001 granted by Shanaz Khan to Hillross Financial Services Limited (ACN 003 323 055) for The Investment Service ARSN 089 056 879.

Dated this 18<sup>th</sup> day of October 2002

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

02 / 1204

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

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission (the "Commission") hereby declares that Chapter 5C applies to the person specified in Schedule A (the "responsible entity") in the case of the registered managed investment schemes specified in Schedule B as if paragraph 601GA(1)(a) of the Act, as modified by ASIC Class Order 98/52 (as amended or varied), was further modified as set out in Schedule C.

**SCHEDULE A**

Macquarie Airports Management Limited (ACN 075 295 760)

**SCHEDULE B**

Macquarie Airports Trust (1) (ARSN 099 597 896) and Macquarie Airports Trust (2) (ARSN 099 597 921) (the "stapled schemes")

**SCHEDULE C**

Immediately after sub paragraph 601GA(1)(a)(vi) as inserted into the Act by ASIC Class Order 98/52 insert the following new sub paragraph :

(vi)(a) a Stapled Security that includes as one of its component parts an interest in the stapled schemes may be sold at a price determined by the responsible entity of the stapled schemes or its agent where the Stapled Security is in a class quoted on the Exchange and not suspended where:

(A) part of the issue price of the 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;

(B) the sale of the forfeited interest is in accordance with section 254Q of the Act other than subsections 254Q(1), (9), (10), (11) and (13) as if the interests were shares, the scheme was a company and the responsible entity was the directors of the company.

(C) If no bid is received at sale for a forfeited partly paid Stapled Security or a forfeited partly paid Stapled Security is withdrawn from sale:

(i) the forfeited partly paid Stapled Security may be disposed of by the responsible entity on the Australian Stock Exchange Limited after the date of the public auction referred to in subsection 254Q(2) of the Act; or

(ii) if the forfeited partly paid Stapled Security is disposed of by the responsible entity in any manner other than on the Australian Stock Exchange Limited, the responsible entity and its associates must not acquire the forfeited partly paid Stapled Security on terms and conditions more favourable than the terms and conditions upon which the forfeited partly paid Stapled Security was offered for sale at public auction pursuant to subsection 254Q(2) of the Act, without first offering the forfeited partly paid Stapled Security to the members of the stapled schemes on the same terms and conditions.

(D) The proceeds of the sale under subsection 245Q(2) or the disposal under Paragraph (C) of this Schedule C must be applied to pay:

(a) first, the expenses of the sale; and

(b) then, any expenses necessarily incurred in respect of the forfeiture; and

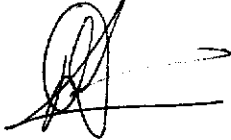
(c) then, the calls on the forfeited partly paid Stapled Security that are due and unpaid; and

- (d) then, where the sale under subsection 245Q(2) or the disposal under Paragraph (C) of this Schedule C is for cash, interest payable in accordance with the constitution of the stapled schemes in respect of the calls on the forfeited partly paid Stapled Security that are due and unpaid.
- (e) Then, the balance (if any) must be paid to the member whose forfeited partly paid Stapled Security has been sold. If there is a certificate that relates to the forfeited partly paid Stapled Security, the balance does not have to be paid until the member delivers the certificate to the responsible entity.

**Interpretation**

**Stapled Security** means a security that may only be traded or transferred on the Australian Stock Exchange Limited as one indivisible security and which consists of a share on Macquarie Airports Holdings (Bermuda) Limited, and a unit in each of the stapled schemes.

Dated 23 October 2002



Signed by Deborah Latimer  
as a delegate of the Australian Securities and Investments Commission

02 / 1205

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission hereby exempts the person mentioned in Schedule A (the "responsible entity") from compliance with the requirements of section 601GC(1) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C and so long as the condition in Schedule D is met.

SCHEDULE A

CFS Managed Property Limited ACN 006 464 428 the responsible entity of registered scheme specified in Schedule B.

SCHEDULE B

The registered scheme being: (the "scheme")

Colonial First State Retail Property Trust

ARSN 092 193 658

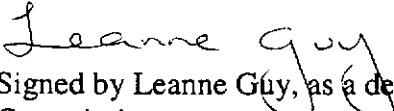
SCHEDULE C

The proposed repeal of the stapling provisions contained in the schedules to and associated provisions in the constitution of the scheme by the responsible entity (the "proposal").

SCHEDULE D

The only holder of an interest in the scheme is Commonwealth Managed Investments Limited ACN 084 098 180 (the "Member") and the Member has consented in writing to the proposal.

Dated this 29<sup>th</sup> day of October 2002

  
Signed by Leanne Guy, as a delegate of the Australian Securities and Investments Commission.

02 / 1206

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission hereby exempts the person mentioned in Schedule A (the "responsible entity") from compliance with the requirements of section 601GC(1) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C and so long as the condition in Schedule D is met.

SCHEDULE A

CFS Managed Property Limited ACN 006 464 428 the responsible entity of registered scheme specified in Schedule B.

SCHEDULE B

The registered scheme being: (the "scheme")

Colonial First State Development Trust      ARSN 092 192 320

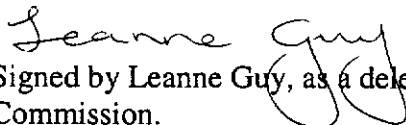
SCHEDULE C

The proposed repeal of the stapling provisions contained in the schedules to and associated provisions in the constitution of the scheme by the responsible entity (the "proposal").

SCHEDULE D

The only holder of an interest in the scheme is Commonwealth Managed Investments Limited ACN 084 098 180 (the "Member") and the Member has consented in writing to the proposal.

Dated this 29<sup>th</sup> day of October 2002

  
Signed by Leanne Guy, as a delegate of the Australian Securities and Investments Commission.

02 / 1207

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission hereby exempts the person mentioned in Schedule A (the "responsible entity") from compliance with the requirements of section 601GC(1) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C and so long as the condition in Schedule D is met.

SCHEDULE A

CFS Managed Property Limited ACN 006 464 428 the responsible entity of registered scheme specified in Schedule B.

SCHEDULE B

The registered scheme being: (the "scheme")

Colonial First State Industrial Property Trust                      ARSN 092 193 176

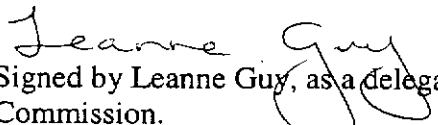
SCHEDULE C

The proposed repeal of the stapling provisions contained in the schedules to and associated provisions in the constitution of the scheme by the responsible entity (the "proposal").

SCHEDULE D

The only holder of an interest in the scheme is Commonwealth Managed Investments Limited ACN 084 098 180 (the "Member") and the Member has consented in writing to the proposal.

Dated this 29<sup>th</sup> day of October 2002

  
Signed by Leanne Guy, as a delegate of the Australian Securities and Investments Commission.



02 / 1208

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission hereby exempts the person mentioned in Schedule A (the "responsible entity") from compliance with the requirements of section 601GC(1) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C and so long as the condition in Schedule D is met.

SCHEDULE A

CFS Managed Property Limited ACN 006 464 428 the responsible entity of registered scheme specified in Schedule B.

SCHEDULE B

The registered scheme being: (the "scheme")

Colonial First State Commercial Property Trust      ARSN 092 192 731

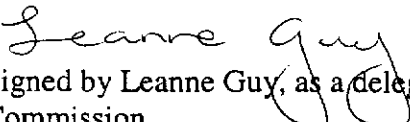
SCHEDULE C

The proposed repeal of the stapling provisions contained in the schedules to and associated provisions in the constitution of the scheme by the responsible entity (the "proposal").

SCHEDULE D

The only holder of an interest in the scheme is Commonwealth Managed Investments Limited ACN 084 098 180 (the "Member") and the Member has consented in writing to the proposal.

Dated this 29<sup>th</sup> day of October 2002

  
Signed by Leanne Guy, as a delegate of the Australian Securities and Investments Commission.

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

Pursuant to paragraph 1020F(1)(c) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that sections 1016A and 1016E of the Act, as modified in its application to the person specified in Schedule A by ASIC Class Order [02/262] applies to the person in the terms provided for in Schedule B.

**SCHEDULE A**

Westpac Financial Services Limited (ABN 20 000 241 127) ("the responsible entity")

**SCHEDULE B**

Class Order [02/262] is modified by:

1. adding to the first paragraph commencing "Under paragraph 1020F(1)(a)" immediately following the word "Application" in subparagraph (b), the words "to switch or top up";
2. adding to the paragraph numbered 3 immediately following the word "switch", the words "or top up";
3. omitting the whole of the definition of "**Application**" under the heading "Interpretation" and substituting the following definition:

**"Application"**:

- (a) in the case of a **switch**: a request from a Holder to the responsible entity pursuant to an Arrangement to switch from one managed investment

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product issued by the responsible entity to another managed investment product issued by that same responsible entity; and

(b) in the case of a *top up*: a request from a Holder to the responsible entity pursuant to an Arrangement to invest in a new managed investment product offered by the responsible entity under the same Product Disclosure Statement as an investment in a managed investment product already held by the Holder, without divesting the investment already held;

4. altering the definition of "*new managed investment product*" under the heading "Interpretation" by adding immediately after the word "switch", the words "or top up";
5. including the following definition of "*top up*" as the final definition under the heading "Interpretation";

*"top up"*: subscription from a Holder for an interest in another registered scheme where both schemes are operated by the responsible entity, and the Holder does not divest the investment already held.

Dated the 30<sup>th</sup> day of OCTOBER 2002



Signed by Judilyn Myers

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)(a) – Variation and Exemption

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby varies the instrument of exemption dated 24 September 2002 granted by Theo Tsoukatos for Record Funds Management Limited (ABN 69 095 162 931) and the SAC Ownership Trust (ARSN 101 837 209) relating to the withdrawal rights in section 601GA(4) and Part 5C.6 of the Act as follows:

- (a) in the first paragraph:
  - (i) after the words "specified in Schedule B" delete the words "in the case set out in Schedule C"; and
  - (ii) replace the reference to "Schedule D" with "Schedule C".
- (b) delete Schedule C;
- (c) replace the title "Schedule D" with "Schedule C";
- (d) delete item 1 in Schedule D and replace with "1. All unitholders in the scheme consent in writing to the terms governing a redemption of units in the scheme.";
- (e) in item 3 of Schedule D delete the word "disclosures" and replace with the word "disclosure".

Dated this 8th day November of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby varies the instrument of exemption dated 24 September 2002 granted by Theo Tsoukatos for Record Funds Management Limited (ABN 69 095 162 931) and the Gosford Ownership Trust (ARSN 101 835 394) relating to the withdrawal rights in section 601GA(4) and Part 5C.6 of the Act as follows:

- (a) in the first paragraph:
  - (i) after the words "specified in Schedule B" delete the words "in the case set out in Schedule C"; and
  - (ii) replace the reference to "Schedule D" with "Schedule C".
- (b) delete Schedule C;
- (c) replace the title "Schedule D" with "Schedule C";
- (d) delete item 1 in Schedule D and replace with "1. All unitholders in the scheme consent in writing to the terms governing a redemption of units in the scheme.";
- (e) in item 3 of Schedule D delete the word "disclosures" and replace with the word "disclosure".

Dated this 8th day November of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby varies the instrument of exemption dated 24 September 2002 granted by Theo Tsoukatos for Record Funds Management Limited (ABN 69 095 162 931) and the RP Prospect Investment Trust (ARSN 101 833 505) relating to the withdrawal rights in section 601GA(4) and Part 5C.6 of the Act as follows:

- (a) in the first paragraph:
  - (i) after the words "specified in Schedule B" delete the words "in the case set out in Schedule C"; and
  - (ii) replace the reference to "Schedule D" with "Schedule C".
- (b) delete Schedule C;
- (c) replace the title "Schedule D" with "Schedule C";
- (d) delete item 1 in Schedule D and replace with "1. All unitholders in the scheme consent in writing to the terms governing a redemption of units in the scheme.";
- (e) in item 3 of Schedule D delete the word "disclosures" and replace with the word "disclosure".

Dated this 8th day of November 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby varies the instrument of exemption dated 24 September 2002 granted by Theo Tsoukatos for Record Funds Management Limited (ABN 69 095 162 931) and the Mt Gravatt Ownership Trust (ARSN 101 834 995) relating to the withdrawal rights in section 601GA(4) and Part 5C.6 of the Act as follows:

- (a) in the first paragraph:
  - (i) after the words "specified in Schedule B" delete the words "in the case set out in Schedule C"; and
  - (ii) replace the reference to "Schedule D" with "Schedule C".
- (b) delete Schedule C;
- (c) replace the title "Schedule D" with "Schedule C";
- (d) delete item 1 in Schedule D and replace with "1. All unitholders in the scheme consent in writing to the terms governing a redemption of units in the scheme.";
- (e) in item 3 of Schedule D delete the word "disclosures" and replace with the word "disclosure".

Dated this 8th day November of 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission

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

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby varies the instrument of exemption dated 24 September 2002 granted by Theo Tsoukatos for Record Funds Management Limited (ABN 69 095 162 931) and the Hurstville Ownership Trust (ARSN 101 837 423) relating to the withdrawal rights in section 601GA(4) and Part 5C.6 of the Act as follows:

- (a) in the first paragraph:
  - (i) after the words "specified in Schedule B" delete the words "in the case set out in Schedule C"; and
  - (ii) replace the reference to "Schedule D" with "Schedule C".
- (b) delete Schedule C;
- (c) replace the title "Schedule D" with "Schedule C";
- (d) delete item 1 in Schedule D; and replace with "1. All unitholders in the scheme consent in writing to the terms governing a redemption of units in the scheme";
- (e) in item 3 of Schedule D delete the word "disclosures" and replace with the word "disclosure".

Dated this 8<sup>th</sup> day of November 2002



Signed by Theo Tsoukatos, a delegate of the  
Australian Securities and Investments Commission



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**Australian Securities and Investments Commission  
Corporations Act 2001 - Subsection 259C(2) - Exemption**

Pursuant to subsection 259C(2) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") exempts the person referred to in Schedule A in the cases referred to in Schedule B from compliance with section 259C of the Act.

**Schedule A**

Westpac Banking Corporation ACN 007 457 141 ("Westpac")

**Schedule B**

1. The issue or transfer of Preference Shares to Westpac Financial Services Limited ACN 000 241 127 ("WFSL") as trustee of the Westpac Second Trust ARSN 102 665 029 ("Westpac Second Trust") where:
  - (a) WFSL does not exercise votes attaching to Preference Shares other than in relation to the matters set out in paragraphs (a) to (g) of the definition of "voting share" in section 9 of the Act; and
  - (b) The number of Preference Shares held by WFSL at any time does not exceed 0.8% of the total number of Westpac Shares on issue at that time; and
  - (c) The holding of Preference Shares by WFSL qualifies as Tier 1 Capital as determined by the Australian Prudential Regulation Authority; and
  - (d) Westpac Alpha Pty Limited ACN 102 545 326 ("Alpha") holds all the issued Ordinary Units in the Westpac Second Trust.
2. The issue or transfer of Ordinary Shares to WFSL as trustee of the Westpac Second Trust where:
  - (a) WFSL does not exercise votes attaching to Ordinary Shares nor control or influence the exercise of votes attached to Ordinary Shares; and
  - (b) WFSL disposes of the Ordinary Shares within 15 business days after their acquisition by WFSL; and
  - (c) Alpha holds all the issued Ordinary Units in the Westpac Second Trust.

**Interpretation**

**Ordinary Shares** means fully paid ordinary shares in the capital of Westpac which are issued or transferred to WFSL.

**Ordinary Units** has the meaning given by the constitution of the Westpac Second Trust dated 28 October 2002.

**Preference Shares** means shares in the capital of Westpac issued or transferred to WFSL which have the rights set out in Annexure B to the constitution of the Westpac First Trust ARSN 102 664 700 dated 16 October 2002.

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**Westpac Shares** means all voting shares in the capital of Westpac and Preference Shares.

Dated 19 November 2002



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

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

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

**SCHEDULE A - PERSONS EXEMPTED**

AWB Limited (ACN 081 890 459)  
AWB Custodians Pty Ltd (ACN 066 361 653)

**SCHEDULE B — CASES EXEMPTED**

This exemption applies to:

- (a) an offer for issue or sale of units of fully paid shares where:
  - (ii) the shares to which the units of shares relate are in the same class as shares which at the time of the offer are quoted on the "financial market operated by Australian Stock Exchange Limited or an approved foreign market" and trading in which is not suspended (quoted shares); and
  - (iii) the units of shares will be sold or issued to, and the shares to which the units relate will be held on trust for and on behalf of, the person who makes application for or purchases the units (plan participant) in accordance with a deed of trust governing the issue and purchase of those shares (the deed);
- (b) an offer for issue or sale of fully paid shares in the same class as quoted shares made contemporaneously with and as a consequence of an offer of the kind referred to in paragraph (a);
- (c) an issue or sale of options or units of shares as a consequence of an offer of the kind referred to in paragraph (a); and
- (d) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraph (b);

which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust, and which meets the further requirements set out in Schedule C, but does not apply to:

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

**SCHEDULE C — FURTHER REQUIREMENTS**

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, -includes or is a consequence of an offer of units of shares, meet the following requirements:

- 1 The shares must be of a body (the issuer) securities of which have been quoted on:

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- (a) the “financial market of Australian Stock Exchange Limited” throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
  - (b) an approved foreign market throughout the 36 month period immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be made pursuant to an employee share scheme extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
  - (a) the offer document must include or be accompanied by a copy or a summary of the rules of the employee share scheme pursuant to which the offer is made and a copy or a summary of the deed;
  - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme or of the deed, the offer document must include an undertaking that during the period or periods during which the offeree may acquire units of shares to which the offer relates (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme and a copy of the deed;
  - (c) the offer document must specify:
    - (i) the acquisition price in Australian dollars of the units of shares to which the offer relates;
    - (ii) where the acquisition price of the units of shares to which the offer relates is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
    - (iii) where the acquisition price of the units of shares to which the offer relates is determinable at some future time by reference to a formula, the Australian dollar value or an equivalent to the Australian dollar value of the acquisition price were that formula applied no more than 14 days before the date of the offer;
  - (d) where paragraph (c)(iii) applies, the offer document must include a statement, which is displayed prominently and in close proximity to the information referred to in paragraph (c)(iii) and the undertaking and explanation referred to in paragraph (e), specifying the date on which the Australian dollar value of the acquisition price has been calculated;
  - (e) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a

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reasonable period of the offeree so requesting, make available to the offeree the following information:

- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares to which the units of shares relate; and
  - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (f) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the units of shares to which the offer relates, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

4 In the case of an offer with respect to unissued shares or units of unissued shares, the number of shares the subject of the offer when aggregated with:

- (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares or units of shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
- (b) the number of shares in the same class issued during the previous five years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer,

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

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

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

5 The deed contains covenants binding the trustee or representative and their agents, if any, to the effect that:

- (a) A plan participant possesses substantially the same rights in respect of the shares to which the units of shares relate (in this paragraph referred to as "the shares") as if they were the legal owner of the shares, including (but not limited to) the right to:

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- (i) direct the trustee or representative how the voting rights attaching to the shares shall be exercised, either generally or in any particular case; and
  - (ii) receive the income deriving from the shares, including (but not limited to) dividends declared by the issuer in respect of those shares;
- (b) The trustee or representative shall cause proper books of account to be maintained in respect of the activities of the trust to which the deed relates (the books of account) and cause the books of account to be audited annually and made available for inspection by the plan participants at an office of the trustee or a place of business of the issuer during normal business hours or such other time as is agreed with a plan participant or plan participants;
  - (c) The trustee or representative must ensure that each share to which a unit held by a plan participant relates is identified in the books of account as being held on account of that plan participant;
  - (d) Except as expressly provided by the deed, plan participant must have the capacity to authorise the trustee or representative to sell at or above the current market price the shares to which he or she is entitled under the deed; and
  - (e) The trustee or representative must not levy any fees or charges for operating and administering the trust, either payable directly by the plan participants or out of the assets of the trust.

#### **SCHEDULE D — CONDITIONS**

- 1 The person making the offer (the offeror) must cause a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document to be provided to ASIC not later than seven days after the provision of that material to the offeree.
- 2 The trustee or representative must cause a copy of the deed to be provided to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument.
- 3 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) complies with any undertaking required to be made in the offer document by reason of this instrument.

#### **Interpretation**


For the purposes of this instrument:

- 1 A body corporate is an associated body corporate of an issuer if:
  - (a) the body corporate is a related body corporate of the issuer; or
  - (b) the body corporate has voting power in the issuer of not less than 20%; or
  - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of “voting power” contained in section 610 of the Act).

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- 2 A unit of a share means a legal or equitable right or interest in the share.
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or of an associated body corporate of the issuer merely because such an employee or director may renounce the offer made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
  - (a) 1 cent per option; or
  - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
  - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
    - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
    - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
  - (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated the 13<sup>th</sup> Day of November 2002

  
.....  
Signed by Sarala Miranda Fitzgerald

As delegate of the Australian Securities and Investments Commission

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

**TO:** Bleakleys Limited, ACN: 002 102 356 ("the Licensee")  
Level 9  
347 Kent St  
Sydney NSW 2000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 11856 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 13<sup>th</sup> day of November 2002.

Signed *Bill Jones* .....

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



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

TO: Advisor Investment Services Ltd, ACN: 009 585 255 ("the Licensee")  
Level 9  
347 Kent St  
Sydney NSW 2000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 10867 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 13<sup>th</sup> day of November 2002.

Signed .....  .....

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

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**Australian Securities and Investments Commission  
 Insurance (Agents and Brokers) Act 1984  
 Subsection 21(5)  
 Renewal of Registration of General Insurance Broker**

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, pursuant to subsection 21(1A) of the Act, in relation to general insurance business with effect from the date specified.



*Dorothy Kaye Guy  
 A delegate of the  
 Australian Securities and Investments Commission*

**SCHEDULE**

<b>Broker Name</b>	<b>Ref.</b>	<b>Effective Date</b>
786 INTERNATIONAL (AUST) PTY LTD ACN 010805222	40142	05/09/2002
ACEDRIFT INSURANCE BROKERS PTY LTD ACN 058445766	20905	29/10/2002
ALAN QUANTRELL INSURANCE BROKERS PTY LTD ACN 006241032	30274	14/11/2002
ANCA (TAS) PTY LTD ACN 092613664	70036	01/07/2002
ATLANTIC INSURANCE BROKERS PTY LTD ACN 005889761	30002	31/07/2002
AVIATION OFFICE OF AUSTRALIA PTY LTD ACN 002490584	20675	09/11/2002
BARTHORN PTY LTD ACN 050196300	30578	31/07/2002
CITY ACCEPTANCE CORPORATION PTY LIMITED ACN 003888917	20856	07/11/2002
COMSURE INSURANCE BROKERS PTY LTD ACN 070806156	40299	18/10/2002
COWDEN LIMITED ACN 008761822	60039	17/10/2002
EXCHANGE INSURANCE BROKERS PTY LIMITED ACN 003832997	20563	06/10/2002
GANNON GROWDEN SCHONELL PTY LTD ACN 009248837	60155	01/08/2002
GRIFFITHS GOODALL INSURANCE BROKERS PTY LTD ACN 007198343	30370	03/07/2002
HADLAND, PAUL	20290	23/01/2002
HAWKSFORD, GARY PAUL	20720	28/10/2002
HAWKSFORD, MICHAEL	20721	28/10/2002
HELLMANN INSURANCE BROKERS PTY LTD ACN 087717977	20895	28/06/2002
I.U.S BROKING SERVICES PTY LTD ACN 084296168	20877	30/10/2002
IFS INSURANCE BROKING PTY LIMITED ACN 070588108	20786	08/11/2002
INSTRAT INSURANCE BROKERS PTY LTD ACN 088119297	30641	04/10/2002
INSURANCE HOUSE PTY LTD ACN 006500072	30187	24/09/2002
JARDINE LLOYD THOMPSON PTY LTD ACN 009098864	20315	07/11/2002
JW BELL AND ASSOCIATES PTY LTD ACN 010032818	40032	08/08/2002
K.M. CHEN ENTERPRISE PTY LTD ACN 006281394	30616	17/09/2002
MARSH PTY LTD ACN 004651512	20095	24/09/2002
OWNER BUILDER INSURANCE SERVICES PTY LIMITED ACN 055450970	20724	02/11/2002
PETER L BROWN & ASSOCIATES PTY LTD ACN 003277969	20477	31/08/2002
POWELL INVESTMENTS PTY LTD ACN 000192969	20832	27/03/2001
POWELL INVESTMENTS PTY LTD ACN 000192969	20832	27/03/2002
RODERICK INSURANCE BROKERS PTY LTD ACN 006514236	30475	14/08/2002
ROSTAND PTY LTD ACN 010445771	40030	13/08/2002
SALISBURY PAYNE TINSLEY PTY LIMITED ACN 077797034	20833	19/04/2002
SAVILL HICKS CORP PTY LTD ACN 009392125	60145	27/09/2001
SAVILL HICKS CORP PTY LTD ACN 009392125	60145	27/09/2002
SAVILL HICKS CORP PTY LTD ACN 009392125	60145	15/10/2002
SCOTT & BROAD PTY LTD ACN 003106072	20146	01/10/2002
SHAW KNELL INSURANCE BROKERS PTY LTD ACN 054318080	60117	31/12/2001
WEST MORETON & PROVINCIAL INSURANCE BROKERS PTY LTD ACN 009971920	40018	31/07/2002

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**Australian Securities and Investments Commission  
Insurance (Agents and Brokers) Act 1984  
Subsection 21(5)  
Renewal of Registration of Life Insurance Broker**

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, pursuant to subsection 21(1A) of the Act, in relation to life insurance business with effect from the date specified.



*Dorothy Kaye Guy  
A delegate of the  
Australian Securities and Investments Commission*

**SCHEDULE**

<b>Broker Name</b>	<b>Ref.</b>	<b>Effective Date</b>
AON CONSULTING PTY LIMITED ACN 002288646	90105	25/07/2002
AON FINANCIAL PLANNING & PROTECTION LIMITED ACN 091225642	90379	12/10/2002
AUSTASIA FINANCIAL PLANNING PTY LTD ACN 080213378	90315	04/10/2001
BASINGHALL PARTNERS PTY LTD ACN 056866561	90316	19/10/2002
CAMWAL LTD ACN 003677334	90473	15/10/2002
FIDUCIAN FINANCIAL SERVICES PTY LTD ACN 094765134	90464	17/09/2002
FINANCIAL MANAGEMENT SERVICES PTY LTD ACN 008270184	90364	05/09/2002
HAINES NORTON FINANCIAL PLANNING PTY LTD ACN 088547077	90462	25/09/2002
INSCORP FINANCIAL SERVICES PTY LTD ACN 088484379	90366	16/08/2002
LIVERPOOL INSURANCE BROKERS PTY LTD ACN 002127915	90010	03/10/2002
MARSH PTY LTD ACN 004651512	90017	03/10/2002
MATRIX PLANNING SOLUTIONS PTY LTD ACN 087470200	90312	07/09/2002
MERCER HUMAN RESOURCE CONSULTING PTY LTD ACN 005315917	90167	26/10/2002
MILLENNIUM FINANCIAL SERVICES PTY LTD ACN 079145298	90456	11/09/2002
P J A CONSULTANTS PTY LIMITED ACN 000927613	90391	14/11/2002
PRICEWATERHOUSECOOPERS SECURITIES LTD ACN 003311617	90213	24/07/2002
PUZZLE FINANCIAL ADVICE PTY LTD ACN 075545112	90370	26/07/2002
SCOTT LILLEY FINANCIAL SERVICES PTY LTD ACN 093515710	90378	12/09/2002
SYMES WARNE & ASSOCIATES LIMITED ACN 002495098	90144	28/08/2002

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**Australian Securities and Investments Commission  
Insurance (Agents and Brokers) Act 1984  
Subsection 31D(5)  
Renewal of Registration of Foreign Insurance Agent**

Pursuant to section 31D(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, in relation to carrying on a business as a foreign insurance agent with effect from the date specified.



*Dorothy Kaye Guy  
A delegate of the  
Australian Securities and Investments Commission*

**SCHEDULE**

<b>Broker Name</b>	<b>Ref.</b>	<b>Effective Date</b>
CNA INSURANCE (INTERNATIONAL AGENCIES) AUSTRALIA PTY LTD ACN 003195195	99505	30/09/2002

**Corporations Act 2001**

Subsection 164(3)

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

**BALANCE FINANCIAL PLANNING LIMITED** ACN 010 888 007 will change to a proprietary company limited by shares. The new name will be **BALANCE FINANCIAL PLANNING PTY LTD** ACN 010 888 007.

**RAWSON RESOURCES N.L.** ACN 082 752 985 will change to a public company limited by shares. The new name will be **RAWSON RESOURCES LIMITED** ACN 082 752 985.

**SHELL DEVELOPMENT (PSC8) PROPRIETARY LIMITED** ACN 065 879 950 will change to a public company limited by shares. The new name will be **SHELL HOLDINGS AUSTRALIA LIMITED** ACN 065 879 950.

**T.G.I.F. INTERNATIONAL LTD** ACN 099 593 521 will change to a proprietary company limited by shares. The new name will be **T.G.I.F. INTERNATIONAL PTY LTD** ACN 099 593 521.

**MILO PASTORAL COMPANY LIMITED** ACN 007 869 463 will change to a proprietary company limited by shares. The new name will be **MILO PASTORAL COMPANY PTY LTD** ACN 007 869 463.

**SHELL DEVELOPMENT (PSC4) PROPRIETARY LIMITED** ACN 054 260 776 will change to a public company limited by shares. The new name will be **SHELL ENERGY HOLDINGS AUSTRALIA LIMITED** ACN 054 260 776.

**SKADA GROUP LIMITED** ACN 097 491 159 will change to a proprietary company limited by shares. The new name will be **SKADA GROUP PTY LTD** ACN 097 491 159.