



Commonwealth of Australia



**ASIC**

Australian Securities &  
Investments Commission

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02 / 1180

**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsections 741(1) and 1020F(1) — Declaration and  
Revocation**

**Securities**

Under subsection 741(1) of the *Corporations Act 2001* (“the Act”) the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 6D applies to each person in the class of persons specified in Schedule A in the cases 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.
- (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.”.

**Managed investment products**

And under subsection 1020F(1) ASIC declares that Part 7.9 applies to each person in the class of persons specified in Schedule A in the cases specified in Schedule B as if section 1012C were modified or varied by omitting subsections 1012C(6) and (7) and substituting the following subsections:

- “(6) This subsection covers the circumstances in which:
- (a) the offer is made within 12 months after the issue of the financial product;
  - (b) the product was issued without a Product Disclosure Statement for the product being prepared; and
  - (c) the issuer issued the product with the purpose of the person to whom it was issued selling or transferring the product, or granting, issuing or transferring interests in, or options or warrants over, the product.
- (7) Unless the contrary is proved, financial products are taken to be issued with the purpose referred to in paragraph 6(c) if any of the products are subsequently sold, or offered for sale, within 12 months after their issue.”.

**Revocation (Transitional)****02 / 1180**

And under subsection 741(1) ASIC revokes Class Order [CO 02/272] with effect from 12 December 2003.

Note: Class Order [CO 02/272] provides relief from Part 6D for the on-sale of certain securities issued before 12 December 2002. As disclosure obligations for the on-sale of these securities cease to apply 1 year after their issue, the relief ceases to be necessary from 12 December 2003.

**Schedule A — Persons to whom this declaration applies**

Any person who makes an offer of a body's securities or managed investment products ("products") for sale of the kind referred to in Schedule B.

**Schedule B — Cases in which this declaration applies**

This Class Order applies only to an offer of securities or products for sale where those securities or products are:

1. issued by the body or responsible entity ("Issuer") on or after 12 December 2002; and
2. covered by at least one of the categories of relief set out in Schedule C.

**Schedule C — Categories of relief****Category 1 : Securities – disclosure of previously withheld information**

- (1) The securities are in a class of securities that were:
  - (a) quoted ED securities of the Issuer listed on the financial market operated by ASX at all times in the 12 months before the date of issue; and
  - (b) quoted on that market during that period without being suspended from trading for more than a total of 5 trading days; and
- (2) there is a completed contract for the issue of the securities; and
- (3) if the securities are debentures of the Issuer – the Issuer has, in relation to those debentures, entered into a trust deed that complies with section 283AB and has appointed a trustee that complies with section 283AC; and
- (4) at the time of issue of the securities, no determination under subsection 713(6) is in force with respect to the Issuer; and
- (5) at or about, and in any event by no later than 2 business days after, the time of issue, the Issuer notifies ASX that:

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- (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer of the securities has been disclosed to ASX; or
  - (b) there is no information of that kind to be disclosed; and
- (6) the offer for sale does not occur until after the notification referred to in paragraph (5) has occurred.

**Category 2 : Securities – prospectus disclosure at or after time of issue**

- (1) The securities are in a class of securities that were quoted ED securities of an Issuer listed on the financial market operated by ASX; and
- (2) there is a completed contract for the issue of the securities; and
- (3) if the securities are debentures of the body– the body has, in relation to those debentures, entered into a trust deed that complies with section 283AB and appointed a trustee that complies with section 283AC; and
- (4) at the time of issue of the securities no determination under subsection 713(6) is in force with respect to the Issuer; and
- (5) either:
  - (a) a prospectus was issued in relation to securities of that class at or after the time of the issue of the securities but before any on-sale of the securities; or
  - (b) the securities were issued:
    - (i) to an underwriter under an underwriting agreement related to an offer under a prospectus; and
    - (ii) at or about the time of an issue to persons who applied for securities under the prospectus.

**Category 3 : Managed investment products – disclosure of previously withheld information**

- (1) The products are in a class of securities that were:
  - (a) quoted ED securities of a scheme listed on the financial market operated by ASX at all times in the 12 months before the date of issue; and
  - (b) quoted on that market for that period without being suspended from trading for more than a total of 5 trading days; and
- (2) there is a completed contract for the issue of the products; and
- (3) at the time of issue of the products, the responsible entity of the scheme has not been notified in writing by ASIC that it may not, in respect of the scheme, rely

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on the relief provided under this category of this Class Order for a specified period because the entity has, in the previous 12 months, breached Chapter 2M, subsections 674(2) or 675(2) or sections 1016E or 1021E in respect of the scheme and that period has not ended; and

- (4) at or about, and in any event by no later than 2 business days after, the time of issue, the Issuer notifies ASX that:
- (a) all information of the kind that:
- (i) the Issuer is not required to include in a continuous disclosure notice provided to ASX because it is covered by an express exception in the listing rules of ASX; and
- (ii) that would be required to be disclosed in a Product Disclosure Statement for an offer of the products,
- has been disclosed to ASX; or
- (b) there is no information of that kind to be disclosed; and
- (5) the offer for sale does not occur until after the notification referred to in paragraph (4) has occurred.

**Category 4 : Managed investment products – PDS disclosure at or after time of issue**

- (1) The products are in a class of quoted ED securities of a scheme listed on the financial market operated by ASX; and
- (2) there is a completed contract for the issue of the products; and
- (3) either:
- (a) a Product Disclosure Statement that is an issue Statement for products in that class was prepared and lodged with ASIC before any on-sale of the products; or
- (b) the products were issued:
- (i) to an underwriter under an underwriting agreement related to an offer under a Product Disclosure Statement that is an issue Statement; and
- (ii) at or about the time of an issue to persons who applied for products under the issue Statement.

**Category 5 : Employee share schemes**

- (1) The securities were issued without disclosure to investors under Part 6D.2 because the Issuer relied upon any one or more of:
- (a) ASIC Class Orders [CO 00/220], [CO 00/223] or [CO 02/264]; or

- (b) an individual instrument of relief granted by ASIC to the Issuer which provided relief from Part 6D.2 with respect to an employee share scheme, or a like scheme, in terms similar to one of those Class Orders; or
- (2) The securities were issued by reason of the exercise of options issued or granted:
    - (a) without disclosure to investors under Part 6D.2 because the Issuer relied upon any one or more of the instruments of relief referred to in paragraph (1) above; or
    - (b) without a prospectus under Division 2 of Part 7.12 of the old Corporations Law because the Issuer relied upon any one or more former instruments of relief which correspond to an instrument of relief referred to in paragraph (1) above.

**Category 6 : Share purchase plans**

The securities or products were issued without disclosure to investors under Part 6D.2 or without a Product Disclosure Statement for the product being prepared, as is applicable, because the Issuer relied upon of any one or more of:

- (1) ASIC Class Orders [CO 00/194], [CO 02/831] or [CO 02/832]; or
- (2) an individual instrument of relief granted by ASIC to the Issuer which provided relief from Part 6D.2 or Part 7.9 with respect to a share purchase plan or a like plan in terms similar to one of those Class Orders.

**Category 7 : Options, convertible securities or products etc**

- (1) The securities or products were issued by reason of the exercise of options or the conversion of convertible notes, converting notes, convertible preference shares or converting preference shares; and
- (2) those options, convertible or converting securities or products were issued with disclosure to investors under Part 6D.2, under a prospectus under Division 2 of Part 7.12 of the old Corporations Law or with a Product Disclosure Statement for the product being prepared, as is applicable; and
- (3) the exercise of the option, or the conversion, did not involve any further offer.

**Category 8 : Dividend reinvestment or bonus plans**

The securities or products were issued without disclosure to investors under Part 6D.2 or without a Product Disclosure Statement for the product being prepared, as is applicable, because subsections 708(13) or 1012D(3) applied.

**Category 9 : Compromises and arrangements**

The securities were issued without disclosure to investors under Part 6D.2 because subsection 708(17) applied.

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**Category 10 : Takeovers**

The securities or products were issued without disclosure to investors under Part 6D.2 or without a Product Disclosure Statement for the product being prepared, as is applicable, because subsections 708(18) or 1012D(7) applied.

**Category 11 : Securities of exempt public authorities**

The securities were issued without disclosure to investors under Part 6D.2 because subsection 708(21) applied.

**Category 12 : Executive officers – Transitional relief**

- (1) The securities or products are in a class of quoted securities or quoted products of a body listed on the financial market operated by the ASX; and
- (2) there is a completed contract for the issue of the securities or products; and
- (3) the securities or products were issued after 11 December 2002 by reason of the exercise of options issued or granted on or before the date of this instrument without:
  - (a) disclosure to investors under Part 6D.2 because subsection 708(12) applied; or
  - (b) a prospectus under Division 2 of Part 7.12 of the old Corporations Law because paragraph 66(3)(c) of that old Law applied.

Note: Securities issued before 12 December 2002 as the result of the exercise of options of this kind are covered by Category 1A of Class Order [02/272]. These options may include options over managed investment products as those products were generally subject to Part 6D.2 before 11 March 2002. From that date certain managed investment products continue to be subject to Part 6D.2 under the transition provisions in Part 10.2.

**Interpretation**

In this instrument:

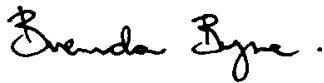
1. "ASX" means Australian Stock Exchange Limited;
2. "completed contract" means a contract where consideration for the issue of the securities or products has been fully paid;
3. "issue Statement" has a meaning given by subsection 1013A(1);
4. "old Corporations Law" means the Corporations Law as in force from time to time before 13 March 2000;
5. "products" means managed investment products;
6. "trading day" of a financial market means a day on which the market is open for trading in financial products;

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7. references to a person offering securities or products includes a reference to the person inviting applications for the securities or products; and
8. except where otherwise stated, references to provisions are references to provisions of the Act.

Dated the 29th day of November 2002



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

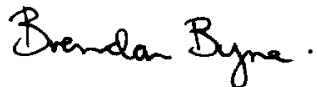


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**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsections 741(1) — Variation**

Under subsection 741(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission varies Class Order [CO 02/272] by omitting from the first paragraph of Schedule C the text “or CO 02/264” and substituting the text “,CO 02/264 or CO 02/831”.

Dated this 29th day of November 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 — Subsection 713(6) — Determination**

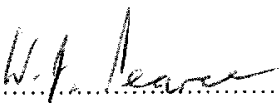
Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 22 October 2003.

**SCHEDULE**

Commsoft Group Limited ACN 091 744 884

Dated: 28 November 2002

Signed:

  
.....

Warwick Pearce, as a Delegate of the  
Australian Securities and Investments Commission

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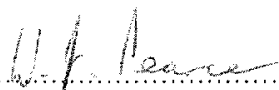
**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsection 713(6) — Determination**

Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 25 October 2003.

**SCHEDULE**

Cosmos Limited ACN 000 091 305

Dated: 28 November 2002

Signed:   
.....  
Warwick Pearce, as a Delegate of the  
Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

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**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**

**Corporations Act 2001 - Section 340 - ORDER**

Pursuant to sub-section 340(1) of the Corporations Act 2001 ("the Act"), the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby **MAKES AN ORDER** relieving the company specified in Schedule 1 to this Order and its directors and auditor, from compliance with subsection 319(3) of the Act for the purpose of extending the time for the lodgement of financial statements and reports for the year ended 30 June 2002, subject to the conditions set out in Schedule 2 to this Order.

**SCHEDULE 1**

Climate Technologies Pty Limited ACN 001 418 042

**SCHEDULE 2**

The Lodgement date for the financial statements and reports shall be 13 December 2002.

**Dated 29 November 2002**

Signed by **Victor Starr**

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

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

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Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission hereby exempts until 31 January 2003 the person referred to in Schedule A from paragraph 601FC(1)(d) of the Act in relation to the schemes referred to in Schedule B (each a "scheme") in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as they are met.

Schedule A

Colonial First State Investments Limited ACN 002 348 352 (the "responsible entity")

Schedule B

Colonial First State Cash Management Trust ARSN 087 562 963

Colonial First State Premier CMT ARSN 087 562 481

Schedule C

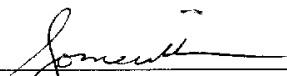
The imposition by the Australian Transactions Reports and Analysis Centre (AUSTRAC) of identification of signatories to cheque facilities offered by the schemes pursuant to the Financial Transaction Reports Act (Cth) and whereby new members of the scheme from 5 November 2002 until no later than 31 January 2003 will not have access to a cheque withdrawal facility currently available to existing members of the scheme.

Schedule D

The supplementary prospectus for the scheme to be dated on or about 5 November 2002 advises prominently:

- (a) that new members of the scheme from 5 November 2002 until no later than 31 January 2003 will not have access to a cheque withdrawal facility currently available to existing members of the scheme; and
- (b) the details of the requirements of AUSTRAC for the identification of signatories of members for cheque withdrawal facilities for members as required under the Financial Transaction Reports Act (Cth); and
- (c) that new members when applying for units in the scheme from 5 November 2002 until no later than 31 January 2003 (the "period") must by appropriate wording or by ticking a box provided for in the application form agree that the cheque withdrawal facility will not be available to them during the period.

Dated this 5<sup>th</sup> day of November 2002

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

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## Australian Securities and Investments Commission

## Corporations Act --- Paragraph 601QA(1)(b) --- Declaration

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (Cth) ("Act") the Australian Securities and Investments Commission ("ASIC") declares that the provisions of Chapter 5C of the Act will apply in respect of the person specified in Schedule A on the condition specified in Schedule B and for so long as it is met, as if those provisions were modified or varied as follows:

1. Replace paragraph 601FC(1)(c) with the following:  

"(c) act in the best interests of members, having regard to their interests as stapled security holders, and, if there is a conflict between the interests of the stapled security holders and the interests of the responsible entity, give priority to the interests of the stapled security holders; and"
2. Replace paragraph 601FD(1)(c) with the following:  

"(c) act in the best interests of members, having regard to their interests as stapled security holders, and if there is a conflict between the interests of the stapled security holders and the interests of the responsible entity, give priority to the interests of the stapled security holders; and"

## Schedule A

Valad Commercial Management Limited ACN 101 802 046 as the responsible entity of Valad Property Trust ARSN 102 618 824

## Schedule B

For so long as units in Valad Property Trust ("scheme") and shares in Valad Funds Management Limited ACN 102 249 294 ("Company") may only be traded or transferred as stapled securities.

## Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

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



Signed by Maree O'Brien as delegate of the  
Australian Securities and Investments Commission

## Australian Securities and Investments Commission

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## Corporations Act — Paragraphs 601QA(1)(a) — Exemption

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Cth) ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with section 601LC of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.

## Schedule A

Valad Commercial Management Limited ACN 101 802 046 as the responsible entity of Valad Property Trust ARSN 102 618 824 ("Responsible Entity")

## Schedule B

Any financial benefit given by:

1. the Responsible Entity; or
2. an entity that the Responsible Entity controls; or
3. an agent of, or a person engaged by, the Responsible Entity,

out of the property of Valad Property Trust ("Scheme") or which could endanger the Scheme property, to Valad Funds Management Limited ACN 102 249 294 ("Company") or any of the Company's wholly owned subsidiaries.

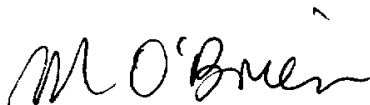
## Schedule C

For so long as units in the Scheme and shares in the Company may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

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



Signed by Maree O'Brien as delegate of the  
Australian Securities and Investments Commission

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## Australian Securities and Investments Commission

## Corporations Act — Paragraphs 601QA(1)(b) — Declaration

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (Cth) ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C applies in respect of the person specified in Schedule A in the case specified in Schedule B as if the following words were added to the end of paragraph 601GA(1)(a):

"except to the extent the constitution contains provisions to the effect that:

- (i) stapled securities may be issued, at a price determined by the responsible entity, while the scheme is included in the Official List of the Exchange or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations and stapled securities or, if the stapled securities to be issued are in a class of stapled securities, stapled securities of that class have not been suspended from quotation where the issue is not to the responsible entity or any person associated with it

and, in the case where:

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

- all of the stapled securities; or
- the stapled securities on issue in the same class as the stapled securities comprised in the issue,

or

- (B) the amount by which the issue price of stapled securities is less than the current market price for the stapled securities (if applicable, of that class) exceeds 10%,

the following requirements are also satisfied:

- (C) the members of the scheme approve the issue;
- (D) if the stapled securities to be issued are in a particular class, members in that class approve the issue;
- (E) unless the responsible entity reasonably considers that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;
- (F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;
- (G) an approval for the purposes of subparagraph (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of



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all the stapled securities of members entitled to vote on the question vote on the question at the meeting; and

- (H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the stapled securities are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed.
- (ii) Stapled securities, other than options to subscribe for stapled securities, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time to only and all the then members of the scheme if:
- (A) all the stapled securities offered are in the same class;
  - (B) the price of all the stapled securities offered is the same;
  - (C) the amount by which the price for a stapled security is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
  - (D) the amount of stapled securities offered to each member is proportionate to the value of that member's stapled securities,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the stapled securities to the foreign members if the stapled securities are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.

- (iii) an option to subscribe for a stapled security ("Option") may be issued, and a stapled security may be issued on exercise of the Option, at a price determined by the responsible entity, if the Options are issued pursuant to offers made at substantially the same time to only and all the then members of the scheme in proportion to the value of their stapled securities if:
- (A) all the Options offered are in the same class;
  - (B) the issue and the exercise price of all the Options offered is the same;
  - (C) the means of calculating the exercise price is set out in the terms of issue of the Option; and
  - (D) the amount by which the exercise price for a stapled security is less than the amount that would otherwise apply under the constitution, does not exceed a maximum percentage specified in the constitution on the date of exercise of the Option,

where if the responsible entity reasonably considers that it would in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the Options to the foreign members if the Options are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.

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- (iv) a stapled security, other than an option to subscribe for a stapled security, may be issued at a price determined by the responsible entity under an arrangement where:
- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for stapled securities;
  - (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
  - (C) all the stapled securities issued under the arrangement are of the same class;
  - (D) the price of each stapled security issued pursuant to that arrangement at substantially the same time is the same; and
  - (E) the amount by which the price for a stapled security is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution,

where if the responsible entity reasonably considers that it would in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the stapled securities to the foreign members if the stapled securities are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.

- (v) where stapled securities are quoted on the Exchange and not suspended, a stapled security may be sold by the responsible entity or its agent, at a price determined by the responsible entity, where:
- (A) part of the issue price of the stapled security has not been paid when called and, in accordance with the terms of the constitution, the stapled security has consequently been forfeited to the responsible entity on trust for the members;
  - (B) the sale of the forfeited stapled security is in accordance with section 254Q other than subsections 254Q(1), 254Q(10) and 254Q(13) as if the stapled security was a share, the scheme was the company and the responsible entity was the directors of the company.
- (vi) the responsible entity of the scheme may determine what part of the application price for stapled securities applies to interests in the scheme and what part of the application price applies to shares in Valad Funds Management Limited ACN 102 249 294.

And pursuant to paragraph 601QA(1)(a) of the Act, the ASIC hereby exempts the responsible entity from paragraph 601FC(1)(d) of the Act to the extent that it requires the responsible entity to treat members of the same class equally where the responsible entity is acting in accordance with a provision of the constitution to the effect that if the responsible entity reasonably considers that it would in the best interests of members to exclude certain members that are connected to a place outside this Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the stapled securities to the foreign members if the stapled securities are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.

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## Schedule A

Valad Commercial Management Limited ACN 101 802 046 as the responsible entity of Valad Property Trust ARSN 102 618 824 ("**responsible entity**")

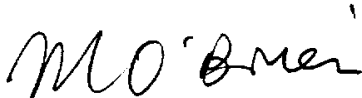
## Schedule B

For so long as units in Valad Property Trust ("**scheme**") and shares in the Company, Valad Funds Management Limited ACN 102 249 294 may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 13th day of November 2002



Signed by Maree O'Brien  
as delegate of the Australian Securities and Investments Commission

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## Australian Securities and Investments Commission

## Corporations Act — Paragraphs 601QA(1)(a) — Exemption

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Cth) ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with section 208 of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.

## Schedule A

Ashmall Development Limited ACN 080 604 619 ("**Company**") and each of the Company's wholly owned public company subsidiaries, from time to time.

## Schedule B

Any financial benefit given by the Company or any of the Company's wholly owned public company subsidiaries, from time to time, to Abacus Property Income Trust ARSN 096 572 128 ("**Scheme**").

## Schedule C

For so long as units in the Scheme and shares in the Company may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

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



Signed by Maree O'Brien as delegate of the  
Australian Securities and Investments Commission

**Australian Securities and Investments Commission  
Corporations Act 2001 – section 741 - Declaration****0 2 / 1 2 8 8**

Pursuant to subsection 741(1)(b) of the Corporations Act 2001 (Act) the Australian Securities and Investments Commission (ASIC) declares that Chapter 6D of the Act applies in relation to the person named in Schedule A, in the case referred to in Schedule B, as if section 711 of the Act were modified by:

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

**SCHEDULE A**

State Street Services Limited (ACN 087 786 123)

**SCHEDULE B**

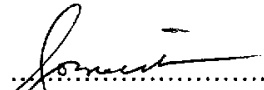
An offer of interests in the following registered managed investment schemes offered under the prospectus called SSgA Australia Investment Funds dated on or about 15 November 2002:

SSgA Active Australian Equities Trust (ARSN 089 590 287);  
SSgA Tactical Asset Allocation Trust (ARSN 089 592 665);  
SSgA Global Index Plus Trust (ARSN 093 637 122);  
SSgA Australian Index Plus Trust (ARSN 089 590 714);  
SSgA International Equities Index Trust (ARSN 089 590 232);  
SSgA North American Equities Trust (ARSN 089 590 330);  
SSgA Europe Equities Trust (ARSN 089 590 465);  
SSgA Japan Equities Trust (ARSN 089 593 162);  
SSgA Asia Ex-Japan Equities Trust (ARSN 089 593 046);  
SSgA Global Index Plus (Hedged) Trust (ARSN 089 593 251);  
SSgA Global Fixed Income Index Trust (ARSN 089 590 545);

SSgA Australian Equities Index Trust (ARSN 089 590 312);  
SSgA Australian Fixed Income Index Trust (ARSN 089 590 643);  
SSgA Australian Listed Property Index Trust (ARSN 089 590 134);  
SSgA Passive Balanced Trust (ARSN 089 590 189);  
SSgA Indexed Growth Trust (ARSN 089 592 978);  
SSgA Indexed Conservative Trust (ARSN 089 592 825); and  
SSgA Australian Cash Trust (ARSN 089 590 358).

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Dated this 14<sup>th</sup> day November 2002



Signed by Ian Domecillo

A delegate a delegate of the Australian Securities and Investments Commission

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

**0 2 / 1 2 8 9**

1. Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C applies to the person specified in Schedule A in the case specified in Schedule B as if section 601GA(1)(a) (as modified or varied by ASIC Class Order 98/52) were modified or varied as set out in Schedule C.
2. Pursuant to paragraph 601QA(1)(a) of the Act, ASIC hereby exempts the person specified in Schedule A in the case specified in Schedule B from paragraph 601FC(1)(d) of the Act on the conditions set out in Schedule D, to the extent that such paragraph requires the person specified in Schedule A to treat holders of the same class equally in relation to timing of the offers and issues of units under the Priority Offering.

**Schedule A**

Deutsche Asset Management (Australia) Limited ACN 076 098 596 in its capacity as responsible entity of the Deutsche Industrial Trust ARSN 090 879 137 (the "Trust")

**Schedule B**

- (a) The offer of 11,890,215 units in the Trust by the Responsible Entity to professional investors to the approximate amount of \$19.26 million at the time set out in the timetable annexed to this instrument as **Annexure 1 ("Institutional Placement")**.
- (b) The pro-rata entitlement offer of 25,031,051 units in the Trust to raise up to the amount of approximately \$40.55 million to be made by the person listed in Schedule A under the Prospectus ("**Priority Offering**")

**Schedule C**

1. Immediately after the words "where the issue is not to the responsible entity or any person associated with it" in subparagraph 601GA(1)(a)(i) as inserted into the Act by ASIC Class Order 98/52, insert the words "(save that the party to whom the issue is made may be an associate of the responsible entity in that associate's capacity as bona fide underwriter or sub-underwriter, if that associate disposes of those interests to a party or parties that are not the responsible entity or any of its associates within 90 days after the date of issue).";
2. Immediately after the words "may be issued at a price determined by the responsible entity," in subparagraph 601GA(1)(a)(iii), replace "pursuant to offers made" with the words "if the interests are first offered".
3. Immediately after subparagraph 601GA(1)(a)(iii)(D) as inserted into the Act by ASIC Class Order 98/52, insert the following new subparagraph:

“(E) Interests not taken up by holders under the offer are only issued either:

- (i) pursuant to bona fide underwriting agreements: **02 / 1289**
- (1) to persons not associated with the responsible entity, or in the case where those persons are associated with the responsible entity, they dispose of the interests to a party or parties that are not the responsible entity or any of its associates within 90 days after the date of issue; and
- (2) the terms of which were included in the Prospectus sent to holders of the scheme,
- or
- (ii) to a member of the public pursuant to an offer contained in the Prospectus,"

#### Schedule D

1. Allotment of units pursuant to the Institutional Entitlement Offer and the first settlement and allotment of units pursuant to the Retail Entitlement Offer occur on the same date.
2. The person listed in Schedule A offers and issues units the subject of the Priority Offering substantially in accordance with the timetable for the Priority Offering annexed to this instrument as **Annexure 1**.

#### Interpretation

**Institutional Entitlement Offer** means the offer of units in the Trust to sophisticated or professional investors at the time set out in the timetable annexed to this instrument as **Annexure 1**.

**Retail Entitlement Offer** means the offer of units in the Trust to those holders excluded from the Institutional Entitlement Offer.

**Prospectus** means the prospectus to be issued by the responsible entity of the Trust, dated on or about 20 November 2002 and containing the terms of the Institutional Placement and Priority Offering.

Dated this 20<sup>th</sup> day of November 2002



Signed by Clara Chiu  
as delegate of the  
Australian Securities and Investments Commission



**ANNEXURE 1  
DEUTSCHE INDUSTRIAL TRUST  
INDICATIVE TIMETABLE**

Note: All days are business days.

**02 / 12 89**

Event	ASX Business Days	Indicative Target Date '02
Announcement date and trading halt called (before market opens)	T	21/11
Institutional Placement commences	T	
Prospectus lodged with ASIC	T	
Institutional Entitlement Offer opens	T	
Institutional Entitlement Offer closes	T + 1	22/11
Institutional Placement allocations determined	T + 1	
Institutional Placement closes	T + 1	
Trading halt ends	<b>T + 1 (after close of market)</b>	
Record date for the Retail Entitlement Offer*	T + 2	25/11
Dispatch of Prospectus with Priority Offering acceptance forms	From T + 4	27/11
Retail Entitlement Offer opens (prospectus available on website)	T + 4	
Settlement of Institutional Placement and Institutional Entitlement Offer (ie, pro rata offer component and institutional shortfall)	T + 9	4/12
Initial Allocation process: - allotment of Institutional Entitlement Offer (ie, pro rata offer component and institutional shortfall) and Institutional Placement securities - first allotment of Retail Entitlement Offer securities	T + 10	5/12
Trading commences for Institutional Entitlement Offer securities, Institutional Placement securities and Retail Entitlement Offer securities allotted under first allotment	T + 10	5/12
Holding Statements issued	T + 13	10/12
Final Allocation Application Date (ie Retail Entitlement Offer closes)	T + 18	17/12
Final Allocation process: Final allotment of Retail Entitlement Offer securities	T + 22	23/12
Holding Statements issued	T + 25	30/12
Trading commences for Retail Entitlement Offer securities allotted under Final Allocation	T + 26	31/12

\*subject to ASX's ability to ignore post-ex date transactions.

## Australian Securities and Investments Commission

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## Corporations Act — Paragraphs 601QA(1)(a) — Exemption

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Cth) ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with paragraph 601FC(1)(d) of the Act in the case referred to in Schedule B on each of the conditions set out in Schedule C.

**Schedule A**

Abacus Funds Management Limited ACN 007 415 590 as the responsible entity of Abacus Property Income Trust ARSN 096 572 128 ("**Responsible Entity**")

**Schedule B**

The Responsible Entity may act in accordance with a provision in the constitution of the Abacus Property Income Trust ("**Scheme**") to exclude certain members, that are connected to a jurisdiction outside Australia and New Zealand ("**foreign members**"), from being issued or offered stapled securities comprising a unit in the Abacus Property Income Trust and a share in Ashmall Development Limited ACN 080 604 619 ("**Company**").

**Schedule C**

1. The Responsible Entity reasonably considers that it would be in the best interests of members and not unfair to foreign members to exclude foreign members from being issued and holding stapled securities.
2. The Responsible Entity sends each holder to whom it will not offer the stapled security details of the issue and advice that the Responsible Entity will not offer stapled securities to that holder.

**Interpretation:**

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 20<sup>th</sup> day of November 2002



Signed by Maree O'Brien as delegate of the  
Australian Securities and Investments Commission

## Australian Securities and Investments Commission

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## Corporations Act — Paragraphs 601QA(1)(a) — Exemption

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Cth) ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with section 601FC(1)(d) and Part 5C.6 of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.

**Schedule A**

Abacus Funds Management Limited ACN 007 415 590 as the responsible entity of Abacus Property Income Trust ARSN 096 572 128 ("**Responsible Entity**")

**Schedule B**

In the sale of unmarketable parcels of stapled securities listed on the Australian Stock Exchange

**Schedule C**

The constitution of the Abacus Property Income Trust ("APT") must not permit the sale of an unmarketable parcel of securities by the Responsible Entity unless the constitution contains provisions pursuant to each of the following:

1. The Responsible Entity may conduct a sale only once in any 12 month period.
2. The Responsible Entity must notify the stapled security holder in writing of its intention to sell the unmarketable parcel of stapled securities held by the stapled security holder.
3. The stapled security holder must be given at least 6 weeks from the date the notice is first sent in which to notify the Responsible Entity that the stapled security holder wishes to retain the holding.
4. If the stapled security holder notifies the Responsible Entity pursuant to condition 3 that the stapled security holder wishes to retain the holding, then the Responsible Entity can not sell the stapled securities of that holder.
5. The Responsible Entity or the purchaser of the unmarketable parcel of stapled securities must pay the costs of the sale of the stapled securities.
6. The Responsible Entity should use best endeavours to sell the unmarketable parcels of stapled securities for market price.
7. The proceeds of the sale must be paid into a separate bank account opened and maintained by the Responsible Entity for that purpose only and to be held on trust for the stapled security holder. The Responsible Entity must, immediately following receipt of the proceeds of the sale, notify the stapled security holder that the proceeds of the sale have been received and are being held by the Responsible Entity pending instructions from the stapled security holder as to how the proceeds of the sale are to be dealt with. The Responsible Entity must deal with the proceeds of the sale as instructed by the stapled security holder, provided that

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the Responsible Entity receives from the stapled security holder the certificate of holding of the stapled securities (unless the securities are uncertificated under the Australian Stock Exchange Listing Rules) or, if any such certificate has been lost, a statement and undertaking pursuant to section 1070D(5) of the Corporations Act.

And for so long as units in the Scheme and shares in Ashmall Development Limited ACN 080 604 619 may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in Ashmall Development Limited.

"costs" means transaction costs including brokerage and stamp duty associated with the sale of stapled securities.

Dated this 20<sup>th</sup> day of November 2002



Signed by Maree O'Brien as delegate of the  
Australian Securities and Investments Commission

## Australian Securities and Investments Commission

## Corporations Act — Paragraphs 601QA(1)(a) — Exemption

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Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Cth) ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with section 601LC of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.

**Schedule A**

Abacus Funds Management Limited ACN 007 415 590 as the responsible entity of Abacus Property Income Trust ARSN 096 572 128 ("**Responsible Entity**")

**Schedule B**

Any financial benefit given by:

1. the Responsible Entity; or
2. an entity that the Responsible Entity controls; or
3. an agent of, or a person engaged by, the Responsible Entity,

out of the property of Abacus Property Income Trust ("**Scheme**") or which could endanger the Scheme property, to Ashmall Development Limited ACN 080 604 619 ("**Company**") or any of the Company's wholly owned subsidiaries, other than the Responsible Entity of the Scheme.

**Schedule C**

For so long as units in the Scheme and shares in the Company may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 20<sup>th</sup> day of November 2002



Signed by Maree O'Brien as delegate of the  
Australian Securities and Investments Commission

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

**0 2 / 1 2 9 3**

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (Cth) ("Act") the Australian Securities and Investments Commission ("ASIC") declares that the provisions of Chapter 5C of the Act will apply in respect of the person specified in Schedule A on the condition specified in Schedule B and for so long as it is met, as if those provisions were modified or varied as follows:

1. Replace paragraph 601FC(1)(c) with the following:  

"(c) act in the best interests of members, having regard to their interests as stapled security holders, and, if there is a conflict between the interests of the stapled security holders and the interests of the responsible entity, give priority to the interests of the stapled security holders; and"
2. Replace paragraph 601FD(1)(c) with the following:  

"(c) act in the best interests of members, having regard to their interests as stapled security holders, and if there is a conflict between the interests of the stapled security holders and the interests of the responsible entity, give priority to the interests of the stapled security holders; and"

**Schedule A**

Abacus Funds Management Limited ACN 007 415 590 as the responsible entity of Abacus  
Property Income Trust ARSN 096 572 128

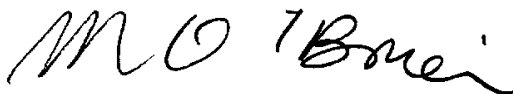
**Schedule B**

For so long as units in Abacus Property Income Trust ("scheme") and shares in Ashmall Development Limited ACN 080 604 619 ("Company") may only be traded or transferred as stapled securities.

**Interpretation:**

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 20<sup>th</sup> day of November 2002



Signed by Maree O'Brien as delegate of the  
Australian Securities and Investments Commission

## Australian Securities and Investments Commission

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## Corporations Act — Paragraphs 601QA(1)(b) — Declaration

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (Cth) ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C applies in respect of the person specified in Schedule A in the case specified in Schedule B as if the following words were added to the end of paragraph 601GA(1)(a):

"except to the extent the constitution contains provisions to the effect that:

- (i) stapled securities may be issued, at a price determined by the responsible entity, while the scheme is included in the Official List of the Exchange or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations and stapled securities or, if the stapled securities to be issued are in a class of stapled securities, stapled securities of that class have not been suspended from quotation where the issue is not to the responsible entity or any person associated with it

and, in the case where:

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

- all of the stapled securities; or
- the stapled securities on issue in the same class as the stapled securities comprised in the issue,

or

- (B) the amount by which the issue price of stapled securities is less than the current market price for the stapled securities (if applicable, of that class) exceeds 10%,

the following requirements are also satisfied:

- (C) the members of the scheme approve the issue;
- (D) if the stapled securities to be issued are in a particular class, members in that class approve the issue;
- (E) unless the responsible entity reasonably considers that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;
- (F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;
- (G) an approval for the purposes of subparagraph (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of

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all the stapled securities of members entitled to vote on the question vote on the question at the meeting; and

- (H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the stapled securities are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed.
- (ii) Stapled securities, other than options to subscribe for stapled securities, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time to only and all the then members of the scheme if:
- (A) all the stapled securities offered are in the same class;
  - (B) the price of all the stapled securities offered is the same;
  - (C) the amount by which the price for a stapled security is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
  - (D) the amount of stapled securities offered to each member is proportionate to the value of that member's stapled securities,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the stapled securities to the foreign members if the stapled securities are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.

- (iii) an option to subscribe for a stapled security ("Option") may be issued, and a stapled security may be issued on exercise of the Option, at a price determined by the responsible entity, if the Options are issued pursuant to offers made at substantially the same time to only and all the then members of the scheme in proportion to the value of their stapled securities if:
- (A) all the Options offered are in the same class;
  - (B) the issue and the exercise price of all the Options offered is the same;
  - (C) the means of calculating the exercise price is set out in the terms of issue of the Option; and
  - (D) the amount by which the exercise price for a stapled security is less than the amount that would otherwise apply under the constitution, does not exceed a maximum percentage specified in the constitution on the date of exercise of the Option,

where if the responsible entity reasonably considers that it would in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the Options to the foreign members if the Options are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.



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- (iv) a stapled security, other than an option to subscribe for a stapled security, may be issued at a price determined by the responsible entity under an arrangement where:
- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for stapled securities;
  - (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
  - (C) all the stapled securities issued under the arrangement are of the same class;
  - (D) the price of each stapled security issued pursuant to that arrangement at substantially the same time is the same; and
  - (E) the amount by which the price for a stapled security is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution,

where if the responsible entity reasonably considers that it would in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the stapled securities to the foreign members if the stapled securities are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.

- (v) where stapled securities are quoted on the Exchange and not suspended, a stapled security may be sold by the responsible entity or its agent, at a price determined by the responsible entity, where:
- (A) part of the issue price of the stapled security has not been paid when called and, in accordance with the terms of the constitution, the stapled security has consequently been forfeited to the responsible entity on trust for the members;
  - (B) the sale of the forfeited stapled security is in accordance with section 254Q other than subsections 254Q(1), 254Q(10) and 254Q(13) as if the stapled security was a share, the scheme was the company and the responsible entity was the directors of the company.
- (vi) the responsible entity of the scheme may determine what part of the application price for stapled securities applies to interests in the scheme and what part of the application price applies to shares in Ashmall Development Limited ACN 080 604 619.

And pursuant to paragraph 601QA(1)(a) of the Act, the ASIC hereby exempts the responsible entity from paragraph 601FC(1)(d) of the Act to the extent that it requires the responsible entity to treat members of the same class equally where the responsible entity is acting in accordance with a provision of the constitution to the effect that if the responsible entity reasonably considers that it would in the best interests of members to exclude certain members that are connected to a place outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the stapled securities to the foreign members if the stapled securities are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.

Schedule A

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Abacus Funds Management Limited ACN 007 415 590 as the responsible entity of Abacus Property Income Trust ARSN 096 572 128 ("**responsible entity**")

Schedule B

For so long as units in Abacus Property Income Trust ("**scheme**") and shares in the Company, Ashmall Development Limited ACN 080 604 619 may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 20<sup>th</sup> day of November 2002



Signed by Maree O'Brien  
as delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

**CORPORATIONS ACT 2001  
SUBSECTION 196(1)  
DECLARATION**

**02 / 1295**

PURSUANT TO subsection 196(1) of the CORPORATIONS ACT 2001 ("Act") the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") hereby declares that subsection 195 (1) of the Act does not apply for the purposes of the meeting or meetings specified in Schedule A of the public company specified in Schedule B ("the Company") in relation to the matter specified in Schedule C.

**Schedule A**

All meetings of directors of the Company held until 13 December 2002, insofar as they deal with the matters specified in Schedule C.

**Schedule B**

Taipan Resources NL (ACN 060 156 452)

**Schedule C**

Approval of the borrowings from and the granting of security to St Barbara Mines Limited and the execution of all documentation relating thereto and all ancillary matters.

Dated this 28th day of November 2002

Signed by John Murdoch  
as a Delegate of the Australian Securities Commission

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Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 1020F(1) – Exemption and Declaration

**ASX managed investment warrants – FSR Act transition**

Under subsection 1020F(1) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) gives the following exemptions to the extent and in the case specified in relation to each of them.

*Issue and sale of warrants*

A warrant-issuer and any other regulated person is exempt from Part 7.9 (other than sections 1017E, 1017F, 1019A, 1019B, 1020B, 1020C and 1020D) in relation to an offer to issue, sell or to arrange the issue of, a recommendation to acquire, or an issue of a transitional ASX managed investment warrant where:

- (a) the offer, recommendation or issue is made before the earlier of:
  - (i) the end of the period of 2 years starting on the FSR commencement; or
  - (ii) if a notice has been lodged in accordance with paragraph 1438(3)(b) that covers or purports to cover the warrant or a class of financial products including the warrant and the notice has not been revoked – the date specified in the notice as varied (if at all) in accordance with paragraph 1438(5)(a);
- (b) the warrant-issuer complies with:
  - (i) Business Rule 8.7.5, except that information required by the rule may be excluded where:
    - (A) the warrant-issuer has previously disclosed the information in a document which was either lodged under the Act or provided to ASX for the purpose of ASX making that information available to a financial market operated by ASX; and
    - (B) the Offering Circular refers to the document, summarises the information excluded from the Offering Circular and states that a copy of the document may be obtained from the warrant-issuer free of charge during the period the Offering Circular is current; and
  - (ii) all of the other Business Rules which relate to the warrant (subject to any waiver or variation of those Business Rules made by ASX) and any conditions imposed by the ASX on the waiver of Business Rules;
- (c) each advertisement relating to the warrant complies with the requirements of Business Rule 8.10.1;

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- (d) in the case of a warrant offered for issue or in respect to which an offer to arrange the issue or a recommendation to acquire by way of issue is made — the warrant is not issued except:
- (i) in response to an application made on a form; and
  - (ii) the warrant-issuer has reasonable grounds to believe that the form was included in or accompanied by a copy of the Offering Circular required by the Business Rules when the form was distributed by the warrant-issuer; and
- (e) in the case of a warrant offered for sale — the warrant was originally issued under an Offering Circular and a copy of that document has been lodged with ASX and is available for inspection in accordance with Business Rule 8.7.14.

*On market purchasers of warrants — relief in relation to on-sale*

Any person who purchases a transitional ASX managed investment warrant in the ordinary course of trading on a financial market of ASX is exempt from Part 7.9 (other than sections 1020B, 1020C and 1020D) in relation to any subsequent sale of the warrant where any offer to sell the warrant is made before the earlier of:

- (a) the end of the period of 2 years starting on the FSR commencement; or
- (b) if a notice has been lodged in accordance with paragraph 1438(3)(b) that covers or purports to cover the warrant or a class of financial products including the warrant and the notice has not been revoked — the date specified in the notice as varied (if at all) in accordance with paragraph 1438(5)(a).

Note: A warrant that has been purchased in the ordinary course of trading on a financial market may have been issued for the purposes of resale without a Product Disclosure Statement. In those circumstances, without this relief, a Product Disclosure Statement may be required for the initial and any subsequent resale.

**Managed investment warrants subject to Part 7.9**

And under subsection 1020F(1) ASIC declares that Part 7.9 applies to a managed investment warrant as if the definition of “warrant” in subregulation 1.0.02(1) of the *Corporations Regulations 2001* were modified or varied by omitting subparagraph (a)(ii) of that definition and substituting the following subparagraph:

- “(ii) a financial product to which the definition of derivative in subsection 761D(1) of the Act applies that is:
- (A) a security because of paragraph (c) of the definition of “security” in section 761A of the Act; or
  - (B) a financial product of the kind referred to in subparagraph 764A(1)(b)(ii) or 764A(1)(ba)(ii); and”.

**Interpretation**

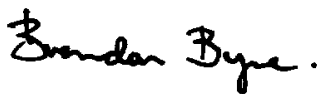
In this instrument:

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1. "ASX" means Australian Stock Exchange Limited;
2. "ASX Warrant" means a Warrant as defined in Business Rule 8.1 that ASX has admitted to trading status on a financial market of ASX;
3. "Business Rules" means the operating rules of ASX known as the Business Rules as amended from time to time;
4. "FSR commencement" has a meaning given by subsection 1410(1);
5. "Offering Circular" has the same meaning as in Business Rule 8.1;
6. "regulated person" means a regulated person as defined in section 1011B of the Act other than a person who purchased transitional ASX managed investment warrants in the ordinary course of trading on a financial market of ASX when they are subsequently selling those warrants;
7. "managed investment warrant" means a financial product:
  - (a) to which the definition of derivative in subsection 761D(1) applies that is a financial product of the kind referred to in subparagraph 764A(1)(b)(ii) or 764A(1)(ba)(ii); and
  - (b) that is transferable;
8. "transitional ASX managed investment warrant" means an ASX Warrant that:
  - (a) is a financial product of the kind referred to in subparagraph 764A(1)(b)(ii) or 764A(1)(ba)(ii); and
  - (b) is not in a class of financial products first issued by the warrant-issuer after the FSR commencement;
9. "warrant-issuer" means an institution referred to in Business Rule 8.6.1;
10. an ASX Warrant is in the same class as another financial product if and only if the other financial product is an ASX Warrant and both products are issued by the same person; and
11. except as otherwise stated, a reference to a provision is a reference to a provision of the Act.

Dated this 22nd day of November 2002



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

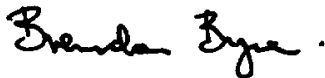
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**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 1020F(1) – Variation**

Under subsection 1020F(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission varies Class Order [CO 02/608] by omitting paragraph 1 under the heading “Interpretation” and substituting the following paragraph:

- “1. “warrant” has the same meaning as in Rule 8.1 of the operating rules of Australian Stock Exchange Limited known as the Business Rules; and”.

Dated this 22nd day of November 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 – Subsection 1020F(1) – Variation**

Under subsection 1020F(1) of the *Corporations Act 2001* (the Act) the Australian Securities and Investments Commission varies Class Order [CO 02/1071] by:

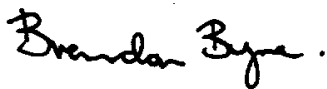
1. in paragraph 4, in subsection 1438(13) as notionally inserted into the Act by that Class Order:
  - (a) omitting the word “and” immediately after the definition of “FSR commencement”; and
  - (b) omitting the text “1993.”;” at the end of the definition of “superannuation interest” and substituting the following text:

“1993; and

*warrant* has the same meaning as in regulation 1.0.02 of the *Corporations Regulations 2001*.”; and
2. under the heading “Interpretation”:
  - (a) omitting the word “and” at the end of paragraph 5; and
  - (b) after paragraph 5, inserting the following paragraph:

“5A. “warrant” has the same meaning as in regulation 1.0.02 of the *Corporations Regulations 2001*; and”.

Dated this 22nd day of November 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 - Section 741 - Exemption**

Under section 741 of the Corporations Act 2001 (the "Act"), the Australian Securities & Investments Commission (ASIC) hereby exempts the person mentioned in Schedule A from compliance with subsection 710 of the Act in relation to the scheme referred to in Schedule B ("the Scheme") to the extent that it requires the price of any apartment, bungalow or other dwelling ("Interests") to be disclosed in a prospectus relating to the Scheme on the condition that:

- (a) the price of the Interests is disclosed in a separate loose-leaf price list;
- (b) the loose-leaf price list is always accompanied by a current copy of the prospectus and includes a reference to the prospectus to which it relates;
- (c) the prospectus contains a prominent statement that the prices of the Interests are set out in a loose-leaf price list which is referred to in the prospectus and which must always accompany the prospectus;
- (d) each loose-leaf price list is dated;
- (e) each loose-leaf price list contains a prominent statement that any applicant for an Interest in the Scheme must be provided with a copy of the prospectus before signing the application form and can only apply for an Interest by completing the application form accompanying the prospectus; and
- (f) a loose-leaf price list is not given to any prospective applicant unless a copy of it has been lodged with ASIC.

## SCHEDULE A

Mirvac Management Limited ACN 086 453 205

## SCHEDULE B

Quay West Resort Bunker Bay ARSN 102 647 334

Dated this 7th day of November 2002



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Signed by Bryce Wilson

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)  
Voluntary Cancellation 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 ("the Commission") hereby gives notice that, pursuant to subsection 21(4) of the Act, the Commission cancelled the registration of the persons mentioned in the schedule 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>
EASTERN VICTORIAN INSURANCE BROKERS PTY LTD ACN 006100527	30098	15/11/2002
METROPOLITAN INSURANCE BROKERS PTY LTD ACN 007685145	50031	06/11/2002

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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**

Broker Name	Ref.	Effective Date
ACN 054 261 371 PTY. LTD. ACN 054261371	30474	14/08/2002
ACTU INSURANCE BROKING PTY LIMITED ACN 069795875	20790	08/11/2002
AIB PTY LIMITED ACN 003572469	20520	17/09/2002
ANDERSON, DAVID KEITH ACN 000000000	40389	13/07/2002
ANDERSON, DOROTHY ANNE ACN 000000000	40388	13/07/2002
ANNRON PTY LTD ACN 084936694	30661	26/10/2002
API PROMOTIONS PTY LTD ACN 010096821	40185	16/10/2002
ARMSTRONG'S INSURANCE BROKERS PTY LTD ACN 084476237	70034	13/10/2002
AUSTASIA RISK MANAGEMENT PTY LTD ACN 094502431	60212	06/07/2002
AUSTRALIAN INSURANCE SERVICES PTY LTD ACN 071314531	60162	27/11/2002
BARRY JAMES INSURANCE BROKERS PTY LTD ACN 010630127	40262	08/10/2002
BASHFORD INVESTMENTS PTY LTD ACN 074617735	20899	17/08/2002
BBC BROKERS PTY LTD ACN 010227380	40187	01/10/2002
BOB RODGERS PTY LTD ACN 006563971	30078	22/08/2002
BOLDERSTON & ASSOCIATES INSURANCE BROKERS PTY LTD ACN 006562358	30042	31/07/2002
BOOKER INTERNATIONAL PTY LTD ACN 001332841	20537	30/01/2001
BOOKER INTERNATIONAL PTY LTD ACN 001332841	20537	30/01/2002
BOURCHIER NOMINEES PTY LTD ACN 009048677	60032	12/09/2002
BOWEN INSURANCE BROKERS PTY LTD ACN 001456999	20009	13/11/2002
BRICHER PTY LTD ACN 006311502	30352	25/08/2002
BRUCE PARK PTY LTD ACN 096954406	30676	09/07/2002
CAPITAL MUTUAL INSURANCE BROKERS PTY LTD ACN 005958467	30404	06/09/2002
CARGAN PTY LTD ACN 069855901	60158	30/09/2002
CHARLES MCMILLAN & ASSOCIATES PTY LTD ACN 005376081	30160	22/08/2002
CILMI WIGLEY INSURANCE BROKERS PTY LTD ACN 006528329	30054	31/07/2002
CITY RURAL INSURANCE BROKERS PTY LTD ACN 074444296	50167	07/08/2002
CLARK PACIFIC INSURANCE BROKERS PTY LTD ACN 051283768	20620	01/07/2002
CLARK POLLARD & CO PTY LTD ACN 003070915	20082	31/07/2002
CLAYDON INSURANCE BROKERS PTY LTD ACN 001684519	20128	07/11/2002
COMMERCIAL RISK CONSULTANTS (AUSTRALIA) PTY LIMITED ACN 053772231	80011	05/03/2002
CREDIT INSURANCE BROKERS PTY LTD ACN 068390885	20775	02/07/2002
CREDITLINE INSURANCE BROKERS PTY LTD ACN 007438413	30408	27/09/2002
D'ANGELO, VINCENT	30468	01/07/2002
DARLING DOWNS INSURANCE BROKERS PTY LTD ACN 054206656	40195	01/12/2002
DENARVAL PTY LTD ACN 061968090	20727	17/11/2002
DIRECT INSURANCE BROKERS PTY LTD ACN 010352075	40015	26/09/2002
DON HUTTON INSURANCE BROKERS PTY LTD ACN 003084384	20201	14/11/2002
DRANSMERE PTY LTD ACN 010683333	40034	08/08/2002

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EAST WEST INSURANCE BROKERS PTY LTD ACN 010630092	40057	22/08/2002
FD BECK AND SONS PTY LTD ACN 004455038	30052	22/08/2002
FINANCIAL CENTRE PTY LTD ACN 003256273	20937	06/07/2002
FINN FOSTER AND ASSOCIATES PTY LTD ACN 001766776	20054	08/08/2002
FIRE & GENERAL INSURANCE BROKERS PTY LTD ACN 069889587	20789	17/09/2002
FNQ TROPICAL INSURANCE BROKERS PTY LTD ACN 011033846	40322	09/09/2002
FULLER, NOLA HELEN	30314	19/08/2001
FULLER, VICTOR HERBERT	30313	19/08/2002
GE INSURANCE BROKERS PTY LTD ACN 001796532	20139	22/08/2002
GENERAL BROKING SERVICES PTY LIMITED ACN 065406153	40352	23/09/2002
GLENRAND MACDERMOTT PTY LTD ACN 097734355	40401	03/10/2002
GORDON WILSON & ASSOCIATES PTY LTD ACN 010096376	40026	22/08/2002
GRAEME BARTLETT AND ASSOCIATES PTY LTD ACN 001802491	20099	25/09/2002
HADRILL INSURANCE BROKERS PTY LTD ACN 057988682	70027	11/08/2002
HAMILTON BROKERS PTY LTD ACN 008556116	10006	07/11/2002
HC ISERT INSURANCE BROKERS PTY LTD ACN 000611058	20273	13/11/2002
HERVEY BAY MARYBOROUGH INSURANCE BROKERS PTY LTD ACN 075391776	40325	14/11/2001
HERVEY BAY MARYBOROUGH INSURANCE BROKERS PTY LTD ACN 075391776	40325	14/11/2002
HIB INSURANCE BROKERS PTY. LTD. ACN 002201676	20270	07/12/2002
HOLDFAST INSURANCE BROKERS PTY LTD ACN 007972009	50024	05/09/2001
HOLDFAST INSURANCE BROKERS PTY LTD ACN 007972009	50024	05/09/2002
HOPE ISLAND INSURANCE BROKERS PTY LTD ACN 006245503	40184	06/09/2002
IMM INSURANCE BROKING GROUP PTY LTD ACN 003079552	20107	24/09/2002
INDEMNITY & GENERAL INSURANCE BROKERS PTY LTD ACN 066338930	20753	25/10/2002
INSURANCE BROKING QUEENSLAND PTY LTD ACN 009937679	40084	10/10/2002
INSURE THAT INSURANCE BROKING PTY. LIMITED ACN 097060618	20968	19/07/2002
J N C BROKING PTY LTD ACN 097538460	30681	24/08/2002
JOE VELLA INSURANCE BROKERS PTY LTD ACN 074970540	40324	28/08/2002
JOHN BERNARD & ASSOCIATES PTY LTD ACN 005580923	30159	26/09/2002
JOHN BOURKE INSURANCE BROKER PTY LTD ACN 010622929	40038	24/09/2002
JOHN TANNOCK INSURANCE BROKERS PTY LTD ACN 010333258	40012	30/09/2002
JOHN TARRANT INSURANCE CONSULTANTS PTY LIMITED ACN 003172343	20633	30/09/2002
KENNEY AIKIN AIRCRAFT INSURANCE BROKERS PTY LTD ACN 088946641	40362	17/08/2002
KINNANE INSURANCE BROKERS PTY LTD ACN 078196657	30603	09/09/2002
KOCH BROKERS PTY LTD ACN 051305303	40364	27/10/2002
LABOUR UNION INSURANCE (BROKERS) PTY LTD ACN 005704503	30058	08/08/2002
LEBRINA PTY LTD ACN 010067955	40055	04/11/2002
LILLINGSTON & MARSHALL INSURANCE BROKERS PTY LTD ACN 007323622	30398	02/07/2002
LOWE LIPPMANN BOTT (AUST) PTY LTD ACN 057213028	30484	23/10/2002
LUC INSURANCE BROKERS PTY LTD ACN 070427155	20785	18/08/2002
M. D. INSURANCE BROKERS PTY. LTD. ACN 096788617	30674	22/06/2002
MACQUARIE INSURANCE BROKERS (AUSTRALIA) PTY LTD ACN 000580585	20045	27/08/2002
MCCORMICK HARRIS & ASSOCIATES PTY LTD ACN 072917205	30577	02/07/2002
MGA INSURANCE BROKERS PTY LTD ACN 008096277	50051	17/10/2002
MIB INSURANCE BROKERS PTY LTD ACN 010055071	40010	22/08/2002
MORAN INSURANCE BROKERS PTY LTD ACN 006191180	30203	26/09/2002
NADIC ADMINISTRATION PTY LTD ACN 003419350	20561	15/09/2002
NETWORK INSURANCE BROKERS AUSTRALIA PTY LTD ACN 005440193	30552	02/07/2002
O'REGAN GROUP PTY LTD ACN 080001065	60182	01/10/2002
ORR'S & ASSOCIATES PTY LTD ACN 006438053	30062	30/09/2002
OVIB PTY LTD ACN 079732264	30607	01/11/2002
PHILP, NEWBY & OWEN PTY LTD ACN 005403350	30280	12/10/2002
PREMIER AUSPAC INSURANCE BROKERS PTY LTD ACN 010576324	40046	25/09/2002
PRIBEN PTY LTD ACN 050199730	30401	27/09/2002
PRICE INSURANCE BROKERS PTY LTD ACN 003380729	20484	26/11/2002
PRIMARY INSURANCE BROKERS OF AUSTRALIA PTY LTD ACN 050214554	20619	17/07/2002
PRINCIPAL INSURANCE CONSULTANTS PTY LTD ACN 005765640	30263	05/09/2002
PSB INSURANCE BROKERS PTY LTD ACN 053015311	30443	18/09/2002
REGENT INSURANCE BROKERS PTY LTD ACN 072797230	20817	29/08/2002

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REGIONAL INSURANCE BROKERS (CQ) PTY LTD ACN 083877909	40353	30/11/2002
REGIONAL INSURANCE BROKERS (SQ) PTY LTD ACN 098514473	40409	05/12/2002
REGIONAL INSURANCE BROKERS PTY LTD ACN 010723967	40105	02/09/2002
RISK SOLUTIONS INTERNATIONAL PTY LTD ACN 080071307	30606	26/10/2002
SAFEGUARD INSURANCE BROKERS PTY LTD ACN 051494985	50009	24/08/2002
SCARBOROUGH INSURANCE BROKING PTY LTD ACN 010760773	40238	14/10/2002
SHEROHN PTY LTD ACN 059846909	50146	02/07/2002
SHORTLAND INSURANCE BROKERS PTY LTD ACN 003096302	20151	07/12/2002
SPARAXIS PTY LTD ACN 009265105	60075	22/11/2002
SPENCER THOMAS & PARTNERS PTY LTD ACN 007378109	30402	21/09/2002
TAXI INSURANCE BROKERS PTY LTD ACN 096196468	20970	05/09/2002
TRIDENT INSURANCE GROUP PTY LTD ACN 066347224	60150	08/10/2002
UNIRITE AUSTRALIA PTY LTD ACN 009453730	60112	01/07/2002
WA PRESTIGE INSURANCE BROKERS PTY LTD ACN 093400223	60214	01/08/2002
WAGLAND SALTER & ASSOCIATES PTY LTD ACN 001651574	20028	31/07/2002
WEBMERE PTY LTD ACN 010932171	40139	01/07/2002
WESTON INSURANCE SERVICES PTY LTD ACN 005960243	30605	19/10/2001
WESTON INSURANCE SERVICES PTY LTD ACN 005960243	30605	19/10/2002
WHITBREAD ASSOCIATES PTY LTD ACN 005490228	30085	10/10/2002
YARNALL TONY ACN 000000000	40393	21/08/2002

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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>
AUSTRALIAN FINANCIAL SECURITIES PTY LTD ACN 081477796	90311	10/09/2002
FERGUSON BETTS PTY LTD ACN 057155585	90397	05/12/2001
HOME FINANCIAL PLANNING PTY LTD ACN 009055136	90392	27/11/2002
LYNX FINANCIAL SERVICES PTY LTD ACN 004937704	90322	09/11/2002
NADIC ADMINISTRATION PTY LTD ACN 003419350	90128	17/11/2002
NSP BUCK FINANCIAL SERVICES PTY LIMITED ACN 081257221	90274	03/11/2002
RACV FINANCIAL SERVICES LTD ACN 004846655	90334	09/03/2002
TANDEM FINANCIAL ADVICE LIMITED ACN 006226777	90323	18/11/2002

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

Pursuant to paragraph 601QA(1)(a) of the Corporations Act (Act), the Australian Securities and Investments Commission (ASIC) hereby exempts each person referred to in Schedule A from section 601ED of the Law in the case referred to in Schedule B on the conditions set out in Schedule C.

**SCHEDULE A – WHO IS EXEMPT**

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

- (a) Ettalong Beach War Memorial Club Limited ACN 001 011 392; and
- (b) Any other person offering an interest in such a scheme for issue or inviting persons to apply for the issue of such an interest,

other than a person who is aware that any disclosure statement required to be given to a person under this instrument in relation to the scheme was not given or was given but did not comply with this instrument.

**SCHEDULE B – SCHEMES EXEMPTED**

Operating a managed investment scheme which involves an owner (investor) of real property (strata unit), in the investor's discretion, making their strata unit available for use by a person (operator) as part of the serviced apartment, hotel, motel or resort complex currently known as Ettalong Beach Club Resort located at 211 Memorial Avenue, Ettalong Beach in the State of New South Wales and developed in accordance with development consents issued by Gosford City Council (copies of which consents were given to ASIC on 8 October 2002) and in relation to which scheme each person who buys or agrees to buy a strata unit is either:

- 1. A person:
  - (a) Who did so by way of a contract dated after 1 March 2000; and
  - (b) Who before buying or agreeing to buy, had been offered an interest in the scheme where:
    - (i) The sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
    - (ii) Each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice

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and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:

- (I) By a person other than the operator or an associate of the operator; and
  - (II) Under an agreement that the operator made with that person before the notice of withdrawal was given;
- (iii) Each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (iv) The operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or holds a securities dealers licence or Australian financial services licence;
- (v) No payment is liable to be made by an investor to participate in the scheme other than:
- (I) Payment of money to buy strata unit; and
  - (II) One or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where each such payment:
    - (A) Relates to a period of no more than 3 months; and
    - (B) Is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during that period;
- (vi) There is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme; and
- (vii) The serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in Schedule E; or

2. A person:

- (a) Who did so by way of a contract dated prior to 1 March 2000 which was varied by way of a deed of variation dated after 1



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March 2000 varying the contract by disclosing the proposed management arrangements; and

- (b) Who, before agreeing to enter into the deed of variation, was given a disclosure statement complying with Schedule D and who had been offered an interest in the scheme where:
- (i) The sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
  - (ii) Each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
    - (I) By a person other than the operator or an associate of the operator; and
    - (II) Under an agreement that the operator made with that person before the notice of withdrawal was given;
  - (iii) Each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
  - (iv) The operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or holds a securities dealers licence;
  - (v) No payment is liable to be made by an investor to participate in the scheme other than:
    - (I) Payment of money to buy strata unit; and
    - (II) One or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where each such payment:
      - (A) Relates to a period of no more than 3 months; and
      - (B) Is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during that period;
  - (vi) There is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme; and

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- (vii) The serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in Schedule E.

#### SCHEDULE C – CONDITIONS ON OPERATORS AND PROMOTERS

1. The operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or a financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
2. Each person that is involved in making an offer of interests in the scheme for issue or inviting a person to apply for the issue of such interests (promoter) must:
  - (a) Not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers or invitations;
  - (b) Ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer or invitation is made at or before the making of the offer or invitation; and
  - (c) Ensure that the disclosure statement is signed and dated by the operator or, if the operator is not knowingly concerned in the offer or invitation, by a promoter; and
3. The operator must comply with the provisions specified in Schedule E which are included in the agreement referred to in sub-paragraphs 1.(b)(vii) and 2.(b)(vii) of Schedule B.
4. The operator must ensure that the currently registered managed investment scheme known as the Ettalong Beach Club Resort ARSN 085 580 927 is wound up in accordance with s 601EE of the Act and deregistered under Part 5C.10 of the Act on or before 30 June 2003.

#### SCHEDULE D – THE DISCLOSURE STATEMENT

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

sufficiently to enable a typical investor in those securities to make an informed decision whether to become a member of the scheme,

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having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.

2. The questions are:

- (a) What is being offered?
- (i) How are the investor's property rights affected by holding an interest in the scheme?
  - (ii) What key rights will investors have in relation to the use of their strata unit by the operator?
  - (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the scheme? How will it be operated?
  - (iv) What are the key terms of any lease, licence or rights that investors are to confer on the operator in relation to the operation of the scheme?
  - (v) Does the operator own or have rights in relation to any property that may adversely affect:
    - (I) how the scheme would operate if the operator were changed; or
    - (II) the amount investors are likely to receive for use of their strata unit if the property ceases to be available (for whatever reason),and, if so, what are those rights? How could the adverse effect happen?
- (b) What are the risks and returns of the investment?
- (i) How, in general terms, will the operation of the serviced apartment, hotel, motel or resort complex generate returns for investors?
  - (ii) When and how are these returns to be calculated and made available to investors?
  - (iii) Are investors in the scheme guaranteed or promised that they will receive a particular rate of return from the scheme? If so:
    - (I) what are the conditions for receiving the benefits of this guarantee or promise;
    - (II) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;

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- (III) what is the financial position of the person giving the guarantee or promise; and
- (IV) on what basis do investors receive returns once the guarantee or promise expires?
- (iv) If no particular rate of return is guaranteed or promised:
  - (I) is the operator aiming to achieve a particular return;
  - (II) can investors expect any particular return; or
  - (III) are returns from the scheme uncertain?
- (v) If returns from the scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the rate of return what are the main factors that will affect occupancy rates?
- (vi) Do investors have potential liability to pay moneys in relation to the scheme or their ownership of a strata unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these liabilities? For example, how will any repairs, refurbishment or replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?
- (vii) Is there a suggested minimum period of time that an investor's investment should remain in the scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
- (c) What are the fees, charges, expenses and taxes associated with the scheme?
  - (i) What fees, charges, expenses or taxes, if any, may be payable by an investor if they join the scheme?
  - (ii) What fees, charges, expenses or taxes, if any, may be payable by an investor if they withdraw from the scheme?
  - (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the scheme or otherwise borne by investors?
  - (iv) What general kinds of tax are likely to be payable on an investor's returns on investment in the scheme?

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- (d) Who is the operator?
- (i) If the operator signs the disclosure statement, who is it and what are its credentials in operating hotels, motels, resorts or serviced apartment complexes (including details of its principal activities and relevant experience)?
  - (ii) If the operator does not sign the disclosure statement, how, and on what basis, will the operator be selected to undertake the operation of the scheme?
  - (iii) If the operator signs the disclosure statement and the operator is to engage a person to operate the complex on its behalf, what credentials will that person have to operate the hotel, motel, resort or serviced apartment complex?
  - (iv) What are the custodial arrangements for holding the money of the scheme including money held for distribution to members and to meet expenses of the scheme?
- (e) When can investments be withdrawn and transferred?
- (i) When and how can an investor withdraw from the scheme?
  - (ii) Can the interest in the scheme be transferred and, if so, in what circumstances? What legal requirements apply?
- (f) What information can be obtained?
- (i) How can the entity signing the disclosure statement be contacted?
  - (ii) Is there any particular information available to a prospective or existing investor on request made to that entity? If so, how can that information be obtained?
  - (iii) When and how is the operator to report to an investor in the scheme on the operations of the scheme (including the scheme's performance)?
3. The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
- (a) an investment adviser who is either a securities licensee or an authorised representative of a securities licensee;
  - (b) a taxation adviser; and
  - (c) a lawyer,

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

#### SCHEDULE E – PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. Transfer of management rights
  - (a) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
  - (b) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
  - (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.
2. Consent of body corporate to new care-taking arrangements
  - (a) If an operator receives a notice under paragraph 1(b) of this Schedule, the operator must advise all body corporate members of the name of the person to whom the transfer is to be made.
  - (b) Unless the body corporate has consented to the transfer, an operator does not have to transfer the management rights to the person named in the notice described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions.
  - (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.

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- (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the operator.

3. Price payable on transfer

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

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

4. Voting

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

5. Costs

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

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transferee of the management rights when the price is paid to the operator.

**6. Assistance**

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

**7. Definitions**

In this Schedule:

"scheme members" means investors in the scheme described in Schedule B excluding the operator and its associates;

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

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

Dated this 6<sup>th</sup> day of December 2002



Signed by Philippa Bell  
as delegate of the Australian Securities and Investments Commission



Corporations Act 2001  
Subsection 164(3)

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

**ALCANET INTERNATIONAL AUSTRALIA LIMITED** ACN 000 394 650 will change to a proprietary company limited by shares. The new name will be **ALCANET INTERNATIONAL AUSTRALIA PTY LIMITED** ACN 000 394 650.

**ALLIGHT HOLDINGS LIMITED** ACN 070 926 555 will change to a proprietary company limited by shares. The new name will be **ALLIGHT HOLDINGS PTY LTD** ACN 070 926 555.

**CECCO PROPERTIES PTY. LTD.** ACN 010 082 470 will change to a public company limited by shares. The new name will be **SABTEX PROPERTY FUND LIMITED** ACN 010 082 470.

**CYCCLONE MAGNETIC ENGINES PTY LTD** ACN 094 640 712 will change to a public company limited by shares. The new name will be **CYCCLONE MAGNETIC ENGINES LIMITED** ACN 094 640 712.

**GEX LTD** ACN 092 469 531 will change to a proprietary company limited by shares. The new name will be **GEX PTY LTD** ACN 092 469 531.

**HILLGROVE GOLD NL** ACN 004 297 116 will change to a public company limited by shares. The new name will be **HILLGROVE GOLD LIMITED** ACN 004 297 116.

**OLD PERTH PORT-SWAN RIVER W.A. LIMITED** ACN 009 207 210 will change to a proprietary company limited by shares. The new name will be **OLD PERTH PORT PTY LTD** ACN 009 207 210.

**RUNGE PTY LTD** ACN 010 672 321 will change to a public company limited by shares. The new name will be **RUNGE LIMITED** ACN 010 672 321.

**SABCORP LIMITED** ACN 064 305 424 will change to a proprietary company limited by shares. The new name will be **SABCORP PTY LIMITED** ACN 064 305 424.

**ALLEGIANCE METALS N.L.** ACN 073 192 337 will change to a proprietary company limited by shares. The new name will be **ALLEGIANCE METALS PTY LIMITED** ACN 073 192 337.

**BACKYARDS FOR KIDS PTY LTD** ACN 099 361 529 will change to a public company limited by shares. The new name will be **BACKYARDS FOR KIDS LIMITED** ACN 099 361 529.

**CENTRAL INCA GOLD N.L.** ACN 064 631 170 will change to a proprietary company limited by shares. The new name will be **CENTRAL INCA GOLD PTY LIMITED** ACN 064 631 170.

**DBS ENTERPRISES LTD** ACN 095 343 614 will change to a proprietary company limited by shares. The new name will be **DBS ENTERPRISES PTY LTD** ACN 095 343 614.

**GRAPEVINE TECHNOLOGIES LIMITED** ACN 003 080 224 will change to a proprietary company limited by shares. The new name will be **ST HELENS TECHNOLOGY PTY LIMITED** ACN 003 080 224.

**MARBIM RESOURCES N.L.** ACN 077 370 864 will change to a proprietary company limited by shares. The new name will be **MARBIM RESOURCES PTY LIMITED** ACN 077 370 864.

**ONERAIL GLOBAL HOLDINGS LIMITED** ACN 092 139 547 will change to a proprietary company limited by shares. The new name will be **ONERAIL GLOBAL HOLDINGS PTY LIMITED** ACN 092 139 547.

**SABCORP (PIP) LIMITED** ACN 071 154 017 will change to a proprietary company limited by shares. The new name will be **SABCORP (PIP) PTY LIMITED** ACN 071 154 017.

**THE EDUCATION CHANNEL INTERNATIONAL LTD** ACN 093 635 440 will change to a proprietary company limited by shares. The new name will be **THE EDUCATION CHANNEL INTERNATIONAL PTY LTD** ACN 093 635 440.

CORPORATIONS ACT 2001  
SECTION 601AH(1)

Notice is hereby given that the registration of  
the companies mentioned below will be reinstated.

Dated this fourth day of December 2002

Brendan Morgan :  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

<b>Name of Company</b>	<b>ACN</b>
A & S PTY LIMITED	003 570 410
ADVENTURES EXTRAORDINAIRE SUPERANNUATION FUND PTY LTD	065 629 334
ALKAZ PTY. LTD.	058 818 483
ALL-KLEEN SERVICES PTY. LTD.	055 901 721
ALL RIGHT CONSTRUCTIONS PTY LTD	092 172 846
AMITEC PTY LTD	076 240 796
ANA CIVIL & STRUCTURAL ENGINEERS PTY LTD	082 975 522
AULTAS PTY LTD	000 053 323
BENDIWI PTY. LTD.	082 897 603
BLUCAL PTY. LIMITED	090 362 815
BOURKE AGENCIES PTY. LTD.	009 799 446
BOUTIQUE BAKERY PTY LTD	089 786 943
C.P. MAINTENANCE PTY LTD	080 112 287
CARRIAGES PTY LTD	063 116 852
CEDAR KITCHEN PTY. LIMITED	066 535 966
CHARMLAW PTY. LTD.	011 037 264
CHILLINA PTY. LIMITED	074 951 296
CHRISTIAN BUSINESS MEN - AUSTRALIA	005 622 515
COLLETT REAL ESTATE PTY. LTD.	005 549 324
CONSOLIDATED NEON PTY. LIMITED	000 031 041
CORTON (STRUCTURAL) PTY LIMITED	086 486 893

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<b>Name of Company</b>	<b>ACN</b>
CRESTMORE PARK PTY LTD	079 948 619
DAMEN PTY LTD	064 248 942
D G LONG & ASSOCIATES PTY LTD	003 239 781
DOMAINE RAMSAY ESTATES PTY. LTD.	087 219 190
DOTRAC PTY. LIMITED	091 896 061
DUFF BROS PTY LTD	001 426 393
DUNCAN TECHNICAL SERVICES PTY LTD	077 667 728
ENLIGHTENED PTY LTD	092 037 173
ETHANOL CORPORATION OF AUSTRALIA LIMITED	086 728 850
FAREWELL NOMINEES PROPRIETARY LIMITED	005 000 617
FLATOUT EXCAVATIONS PTY. LTD.	087 583 533
G.T.T. PTY. LTD.	067 678 791
G D HARRISON PROJECT MANAGEMENT PTY LTD	007 250 357
GEO TECHNOLOGY PTY LTD	010 751 265
GOLDFIRE TRADING CO. PTY. LTD.	088 845 210
GREEN FLATS PASTORAL CO. PTY LTD	008 750 829
HAMILKINS PTY. LTD.	005 296 962
HAYBERRY NOMINEES PTY LTD	065 709 382
HENEY PTY LIMITED	082 966 078
J.E.C.S. INVESTMENTS PTY. LTD.	007 812 795
JACKOL HOLDINGS PTY LTD	009 535 291
JARRAH GROVE FURNITURE PTY LTD	078 168 493
K.M.P. HOLDINGS PTY. LTD.	005 279 416
KALKARA NOMINEES PTY LTD	068 045 161
KANTURK COUNTRY CLUB PTY LIMITED	005 196 761
KINGSWOOD DISTRICT BOWLING CLUB LTD	001 074 059
LADRON PTY. LTD.	081 323 800
LAWNDATE PTY. LIMITED	058 225 335
LUBECA SYSTEMS INTERNATIONAL PTY LIMITED	061 130 596
M.A. CLARKE ENTERPRISES PTY. LTD.	006 657 254
M. ATTALLA PTY. LTD.	091 449 240
MAESON PTY. LTD.	087 529 011
MANCOL PTY LTD	092 247 393
MCNIECE BROS. PROPRIETARY LIMITED	004 484 477
MICHAEL N. CHAMBERLAIN PTY. LTD.	007 020 804
MICK CHAPMAN'S HOTBODZ FITNESS CENTRE PTY LTD	057 839 317
MID COAST CREDITS LTD	000 732 767
MOUNT PRESS PTY. LIMITED	004 473 465
MOZMO PTY. LTD.	069 498 193
MR. D. INVESTMENTS PTY. LTD.	006 342 016
MR FIXIT COMPUTERS AUSTRALIA PTY. LTD.	071 413 146

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<b>Name of Company</b>	<b>ACN</b>
NET HAPPENS PTY. LTD.	083 513 259
NEWCO LEGAL PTY LTD	092 202 241
PALIBLAKE PTY. LIMITED	079 976 364
PARETAL PTY. LTD.	065 353 782
PECORA INVESTMENTS PTY. LTD.	005 814 460
PONDBURY PTY. LTD.	076 524 251
PRINSEL PTY LTD	003 208 919
QUALITY ALUMINIUM SERVICES PTY. LTD.	085 912 394
R. AARDOOM ENTERPRISES PTY LTD	081 077 250
R & S LEWIS NOMINEES PTY LTD	079 412 463
ROBERT W. BUCKLEY ARCHITECTS PTY. LIMITED	010 386 419
ROCKCASTLE PTY LTD	088 462 391
SCR HOLDINGS PTY LTD	087 319 319
SELAW PTY LTD	061 995 140
SILVERCREST PROPRIETARY LIMITED	005 967 868
SILVERWATER EXHAUST CENTRE PTY LTD	078 244 738
SLM GROUP PTY. LTD.	091 902 313
SMALLACOMBE SUPERANNUATION FUND PTY LTD	060 609 403
SPRAY PRO PTY. LTD.	065 132 372
ST. COLUMBA FALLS PTY. LTD.	006 201 583
STAKLO PTY LTD	084 145 148
STANDALE INVESTMENTS PTY LTD	001 124 527
STM SUPERANNUATION PTY LTD	070 425 722
SWAGMAN DEVELOPMENT COMPANY PTY. LTD.	072 682 010
SWIFT SYSTEMS PTY. LTD.	061 857 323
SYRENA ROYAL PTY LTD	064 682 784
T & S RESTORATIONS PTY. LTD.	074 879 931
TARRA CONSTRUCTIONS PTY. LTD.	068 565 515
TEAM INSTALLATION SYSTEMS PTY. LTD.	085 390 334
VIATEN PTY. LTD.	052 240 043

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