

/1998

ENFORCEABLE UNDERTAKING

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION SECTION 93AA

This undertaking is made to the Australian Securities & Investments Commission ("ASIC") by:

Peter John Blake
45 Summit Crescent
Glen Waverley Vic 3150

1. BACKGROUND

- 1.1 On the 2 September 1996 a Sequestration Order was made against the estate of Peter John Blake ("Blake") placing him into bankruptcy. Blake is, and will be until 25 October 1999, an insolvent under administration within the meaning of ss229(1) of the Corporations Law ("CL").
- 1.2 Blake's Civil Construction Company Pty Ltd ACN 062 931 211 ("Blake's Civil Construction") is a company duly incorporated pursuant to the laws of Victoria. It carries on the business of civil construction. Blake's Civil Construction has issued two ordinary shares with one each being owned by Matthew John Blake and Virginia Leigh Blake who are also the recorded directors of the company. They are also the children of Blake.
- 1.3 As a result of its investigation into Blake, ASIC has reached the view that between 2 September 1996 and 8 October 1998 Blake took part in the management of Blake's Civil Construction by among other things:
 - (a) carrying out all material negotiations with key suppliers, customers, creditors and financier of Blake's Civil Construction; and
 - (b) being solely responsible for all material management decisions, including management and payment of creditors; and
 - (c) being solely responsible for the records maintenance of the company.
- 1.4 As at all times during the period referred to in paragraph 1.4 Blake was an undischarged bankrupt, ASIC has also formed the view that during this period he contravened CL ss229(1).
- 1.5 Blake admits that between 2 September 1996 and 8 October 1998 he took part in the management of Blake's Civil Construction in contravention of CL ss229(1) and states that he has now ceased taking part in the management of Blake's Civil Construction.

2. UNDERTAKINGS

- 2.1 Blake hereby undertakes not to take part in the management of Blake's Civil construction, or any other company, until such time as his bankruptcy is discharged or he has been granted leave of the court.
- 2.2 In ceasing to take part in the management of Blake's Civil Construction Blake hereby undertakes within 14 days of the date of this undertaking to;
- (a) remove himself as a signatory to the bank account of Blake's Civil Construction;
 - (b) ensure that all managerial functions are transferred to the directors of Blake's Civil Construction or other appropriate persons; and
 - (c) ensure that all appropriate action is taken so that the company's affairs and financial position are left in a suitable state and that no creditor is disadvantaged.
- 2.3 Blake undertakes that in the event that Blake's Civil Construction ceases to operate and Blake continues similar operations as a sole trader, all creditors of Blake's Civil Construction are to be informed within 7 days that the company is no longer trading and that they will be attended to by way of one of the following (with the agreement of the creditor):
- (a) creditors will be paid out in full before the company ceases trading;
 - (b) creditors will be transferred to Blake's business as a sole trader; or
 - (c) any other arrangement suitable to the creditor.
- 2.4 Within 21 days of the date of this undertaking Blake undertakes to inform ASIC in writing of the action he has taken to comply with paragraphs 2.1 to 2.3 of this undertaking.

3. COSTS

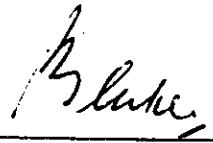
- 3.1 Blake hereby agrees to pay ASIC costs of \$300.

4. ACKNOWLEDGMENTS

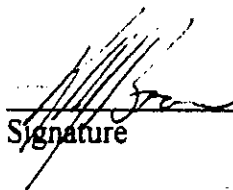
- 4.1 Blake acknowledges that ASIC:
- (a) may issue a media release on execution of this undertaking referring to its terms and the concerns of ASIC which led to its execution;
 - (b) may from time to time publicly refer to this undertaking; and
 - (c) will make this undertaking available for public inspection.

- 4.2 Blake acknowledges that this undertaking in no way derogates from the rights and remedies available to any other person arising from any conduct described in this undertaking.
- 4.3 Blake acknowledges that this undertaking has no operative force until accepted by the Commission.

Signed by Peter John Blake
in the presence of:



Signature




Signature

Michael Brown
Name (printed)

485 LATOBE ST MELBOURNE
Address

This 04 day of November 1998.

**ACCEPTED BY THE AUSTRALIAN SECURITIES & INVESTMENTS
COMMISSION PURSUANT TO ASIC ACT S93AA BY ITS DULY
AUTHORISED DELEGATE:**



Jamie Orchard
Director Enforcement

This 11 day of November 1998.