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ENFORCEABLE UNDERTAKING

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION ACT - SECTION 93AA

The commitments in this Undertaking are offered to the Australian Securities & Investments Commission ("ASIC") by:

Noah Musingku

Section 478, Allotment 1

Waigani

NATIONAL CAPITAL DISTRICT PAPUA NEW GUINEA
("Musingku")

and

U-Vistract Finance Corporation Limited

Registered office

Rhema House, Unit 1

Mangrove Street

BUKA

BOUGAINVILLE PAPUA NEW GUINEA
("U-Vistract")

1. BACKGROUND

- 1.1 On 11 August 1999 ASIC received a complaint in relation to a possible contravention of the managed investment provisions of the Corporations Law by Musingku and U-Vistract in the period between 28 January 1999 and 21 October 1999.
- 1.2 Musingku and U-Vistract in the period between 28 January 1999 and 21 October 1999 operated a scheme whereby they solicited funds from investors in Australia including from church groups in Kempsey and Brisbane ("the Scheme"). The Scheme promised a return to investors of 100% after 1 month and up to 1000% after 1 year.
- 1.3 In excess of 40 Australian investors invested approximately \$500,000 in the Scheme in the period between 28 January 1999 and 21 October 1999.
- 1.4 ASIC has formed the view that the promised returns were unrealistic and unsustainable and were misleading and deceptive or likely to be misleading and deceptive to potential investors.
- 1.5 ASIC has formed the view that the Scheme was an unregistered managed investment scheme and in operating the Scheme Musingku and U_Vistract were in breach of section 601ED(5) of the Corporations Law.

- 1.6 Musingku and U-Vistract acknowledge that they have breached section 601ED(5) of the Corporations Law and accordingly offer the undertakings set out in paragraph 2 below.
- 1.7 Musingku and U-Vistract¹ acknowledge ASIC's concerns over the promised rates of return referred to in paragraph 1.2 above.
- 1.8 ASIC has agreed to accept the Enforceable Undertaking as set out in paragraph 2 below.

2. UNDERTAKINGS PURSUANT TO SECTION 93AA OF THE ASIC ACT

- 2.1 Musingku and U-Vistract hereby jointly and severally undertake that upon the execution of this Undertaking by ASIC that they will:
- a) Not take any step in furtherance of the Scheme or any other unregistered managed investment scheme,
 - b) Not promote the Scheme or any other unregistered managed investment scheme in Australia.
 - c) Not request investors to deposit funds pursuant to the Scheme or any other unregistered managed investment scheme.
 - d) Not accept any funds sought to be deposited by investors pursuant to the Scheme or any other unregistered managed investment scheme.
 - e) Wind up the Scheme and return monies invested in the Scheme to investors.
- 2.2 Musingku and U-Vistract hereby jointly and severally undertake to provide to ASIC, by Friday 29th October 1999, a statutory declaration detailing a complete list of the names and addresses of all Australian investors who have invested in the Scheme and the amount of their investment.
- 2.3 Musingku and U-Vistract hereby jointly and severally undertake to write to all Australian investors advising them of this enforceable undertaking and that they breached section 601ED(5) of the Corporations Law by failing to register the Scheme.
- 2.4 Musingku and U-Vistract hereby jointly and severally undertake to provide to ASIC by 30 November 1999 a statutory declaration setting out all the steps they have taken to return monies to the investors pursuant to their undertaking as outlined in paragraph 2.1 e) above.

3. ACKNOWLEDGMENTS

- 3.1 Musingku and U-Vistract acknowledge severally that they have obtained legal advice in relation to the content and effect of this Enforceable Undertaking.
- 3.2 Musingku and U-Vistract acknowledge severally that ASIC:

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- (a) may issue a media release from 27 October 1999 referring to the terms of this Enforceable Undertaking and the concerns of ASIC which led to its execution;
 - (b) may from time to time publicly refer to this Enforceable Undertaking, and
 - (c) will make this Enforceable Undertaking available for public inspection.

3.3 Musingku and U-Vistract acknowledge severally that this Enforceable Undertaking in no way derogates from the rights and remedies otherwise available to ASIC or any other person or entity arising from any conduct described in this Enforceable Undertaking.

3.4 Musingku and U-Vistract jointly and severally acknowledge that this Enforceable Undertaking has no operative force until accepted by ASIC.

Signed by Noah Musingku)

in the presence of:)

[Signature]

Signed *Rodney Hooper*

Name in print: RODNEY HOOPER


Address 1-ASLU 240 QUEEN STREET
BRISBANE

The Common Seal of)
U-Vistract Finance Corporation Limited)
was affixed to this undertaking)
in the presence of:)

[Signature]

Signature of Director

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


Michael Burnett
Director Enforcement

This 28th day of October 1999.