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ENFORCEABLE UNDERTAKING
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

SECTION 93AA ASIC ACT

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

One to One Insurance Solutions Corporation Ltd A.C.N. 077 066 436
18 Walker Avenue
West Perth, Western Australia 6005 ("One to One Corporation")

and

One to One Insurance Solutions International Pty Ltd A.C.N. 009 417 163
18 Walker Avenue
West Perth, Western Australia 6005 ("One to One International")

and

One to One Insurance Solutions (WA) Pty Ltd A.C.N. 074 888 010
18 Walker Avenue
West Perth, Western Australia 6005 ("One to One WA")

and

One to One Insurance Solutions (NSW & ACT) Pty Ltd A.C.N. 081 960 223
147 Northumberland St
Liverpool, New South Wales 2170 ("One to One NSW & ACT")

and

One to One Insurance Solutions (SA) Pty Ltd ACN 050 164 040
142 Grange Rd
Flinders Park, South Australia 5025 ("One to One SA")

and

OTO-A.I.M.S. Pty Ltd A.C.N. 079 486 963
247 Fullarton Rd
Eastwood, South Australia 5063 ("OTO-AIMS")

(Collectively the "Parties")

1. **BACKGROUND**
- 1.1 The Parties jointly promote and implement an insurance broking business system known as One to One Insurance Solutions ("the One to One System").
- 1.2 One to One International holds the intellectual property in the One to One System and has granted licences in respect of the One to One System to:
 - (a) One to One WA for the State of Western Australia;
 - (b) One to One NSW & ACT for the State of New South Wales and the Australian Capital Territory;
 - (c) One to One SA for the State of South Australia and the Northern Territory, (collectively "the Associate State Franchisors").
- 1.3 Each of One to One WA, One to One NSW & ACT and OTO-AIMS is registered as an insurance broker pursuant to s.21 of the Insurance (Agents & Brokers) Act 1984 (Cth.) ("IABA") (collectively "the Registered One to One Entities").
- 1.4 The Registered One to One Entities have each entered into written agency agreements, entitled Franchise Agency Agreements, with individuals known as Franchise Brokers in their respective States or Territories. As at 7 October 1999, the Franchise Brokers are as listed in Schedule A to this undertaking.
- 1.5 Each Franchise Broker:
 - (a) operates its own business pursuant to the One to One System;
 - (b) carries on business under the name of One to One Insurance Solutions;
 - (c) is not registered as an insurance broker pursuant to the IABA;
 - (d) is an insurance intermediary;
 - (e) carries on its business as a Franchise Broker as its sole or main business activity;
 - (f) in the view of ASIC, performs, on behalf of its clients, the functions of an insurance broker.
- 1.6 In the view of ASIC, as part of the One to One System, persons intending to enter into contracts of insurance ("Clients") engage a Franchise Broker to act as their insurance broker pursuant to agreements between each of the Clients and the Franchise Broker.

- 1.7 In the view of ASIC the Registered One to One Entities:
- (a) are not involved in arranging contracts of insurance on behalf of Clients, or the vast majority of Clients, of Franchise Brokers;
 - (b) rarely, if at all, have any contact with Clients of Franchise Brokers.
- 1.8 ASIC has formed the view that each Franchise Broker:
- (a) carries on the business of arranging contracts of insurance as agent for intending insureds; and, accordingly,
 - (b) is required to be registered as an insurance broker pursuant to s.21 of the IABA.
- 1.9 ASIC has formed the view that the Parties and the Franchise Brokers, and each of them, promote the One to One System and the business of each Franchise Broker:
- (a) in such a way that would be likely to lead a person into believing that each Franchise Broker is an insurance broker; and
 - (b) without disclosing that each Franchise Broker is not a registered insurance broker and is not entitled to carry on business as an insurance broker;
 - (c) without disclosing that no person registered as an insurance broker pursuant to the IABA and entitled to carry on business as an insurance broker will be providing services to the Client.
- 1.10 The Parties have promoted the One to One System to prospective Franchise Brokers as a system not requiring a Franchise Broker to be registered as an insurance broker pursuant to the IABA.
- 1.11 ASIC has formed the view that by reason of the conduct described in paragraphs 1.9 to 1.10 above, the Parties have engaged in conduct in relation to financial services that is misleading or deceptive or is likely to mislead or deceive.
- 1.12 ASIC has formed the view and the Parties accept that:
- (a) Franchise Brokers carrying on business under the One to One System are legally required to be registered as insurance brokers pursuant to s.21 of the IABA;
 - (b) in these circumstances, the Parties have engaged in conduct in relation to financial services that is misleading or deceptive or is likely to mislead or deceive.

2. UNDERTAKINGS

- 2.1 From the date of this undertaking, the Parties by themselves, their servants or agents or otherwise howsoever:
- (a) shall not promote the One to One system in such a way as to represent or infer that Franchise Brokers operating under the One to One System are not required to be registered as insurance brokers pursuant to the IABA;
 - (b) shall inform all persons considering to be a Franchise Broker that they are required to be registered as an insurance broker pursuant to the IABA before they can be appointed as a Franchise Broker;
 - (c) shall not appoint any person as a Franchise Broker unless and until that person is a registered insurance broker pursuant to the IABA.
- 2.2 The Parties shall within seven days of the date of this undertaking notify all persons who are Franchise Brokers that from 28 February 2000 no person will be permitted to utilise the One to One System as a Franchise Broker unless and until that person is registered as an insurance broker pursuant to the IABA.
- 2.3 By no later than 30 November 1999:
- (a) the Parties shall have reviewed and either amended any existing documents promoting the One to One System so as to remove any representations or inferences that Franchise Brokers are not required to be registered as insurance brokers pursuant to the IABA, or shall cease to utilise documents containing such representations or inferences;
 - (b) the documents to be reviewed for the purpose of sub-paragraph (a) include, but are not limited to, the following:
 - (i) a document issued in the name of One to One Corporation entitled Disclosure Document for Franchisee or Prospective Franchisee;
 - (ii) a document issued in the name of One to One Corporation entitled Overview Franchise Agency Agreement and the 20 Most Asked Question (sic);
 - (iii) a document issued in the name of One to One Corporation entitled Operations and Procedures Manual;
 - (iv) an internet site <http://www.onetoone-insurance.com>
 - (v) a computer program entitled OTO.EXE said to provide an "interactive electronic presentation" that is or was available to be downloaded from the One to One Internet Site.
- 2.4 From 28 February 2000, the Parties shall not by themselves, their servants or agents or otherwise howsoever operate the One to One System in circumstances where Franchise Brokers are not registered as insurance brokers pursuant to the IABA. Without limiting the generality of the foregoing, the Parties by themselves, their servants or agents or otherwise howsoever shall not:

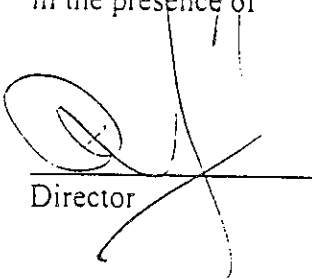
- (a) authorise, approve, consent to, or permit a Franchise Broker to carry on business as a Franchise Broker; or
 - (b) facilitate a Franchise Broker to carry on business as a Franchise Broker, unless and until the Franchise Broker is a registered insurance broker pursuant to the IABA.
- 2.5 If after 28 February 2000 there remains any person who is a Franchise Broker that is not registered as an insurance broker pursuant to the IABA, the Parties shall in their full and best endeavours and in utmost good faith procure that that Franchise Broker:
- (a) immediately ceases to utilise the One to One System;
 - (b) immediately ceases to carry on business under the name One to One Insurance Solutions.
- 2.6 By no later than 6 March 2000, the Parties shall notify ASIC in writing as to the names of all Franchise Brokers who remain unregistered after 28 February 2000.
- 2.7 The Parties will provide ASIC with all information and assistance that it requests in connection with or arising out of the actions taken by the Parties in connection with this undertaking.

3. ACKNOWLEDGMENTS

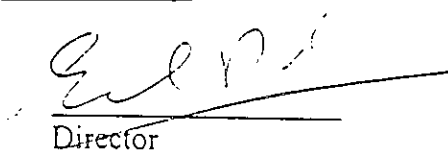
- 3.1 The Parties acknowledge that ASIC:
- (a) may issue a media release upon execution of this undertaking referring to its terms and the concerns of ASIC which led to its execution;
 - (b) may from time to time publicly refer to this undertaking; and
 - (c) will make this undertaking available for public inspection.
- 3.2 The Parties acknowledge that this undertaking in no way derogates from the rights and remedies available to any other person arising from any conduct described in the undertaking.
- 3.3 The Parties acknowledge that this undertaking has no operative force until accepted by ASIC.
- 3.4 The Parties acknowledge that ASIC's acceptance of this undertaking does not affect ASIC's power to investigate a contravention arising from past or future conduct, or pursue a criminal prosecution, or its power to lay charges or seek a pecuniary civil order, or commence civil proceedings against the Parties or any other person.
- 3.5 Each of the Parties acknowledge that this undertaking may be executed in counterparts and that this undertaking is binding on the Party even if one or both of the other Parties has not given the undertaking.

The Common Seal of One to One Insurance Solutions (WA) Pty Ltd was affixed to this undertaking in the presence of)
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)
)





Director

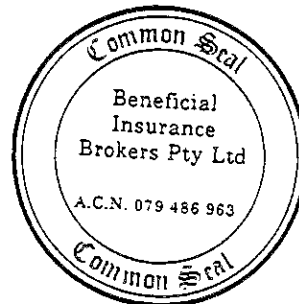


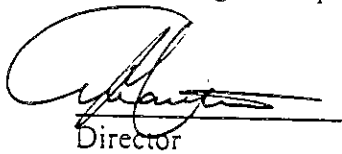
Director

RAYMOND WU
Name (Print)

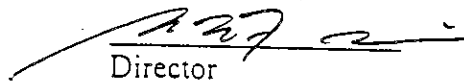
ERROL PINTO
Name (Print)

The Common Seal of OTO-A.I.M.S. Pty Ltd was affixed to this undertaking in the presence of)
)
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Director



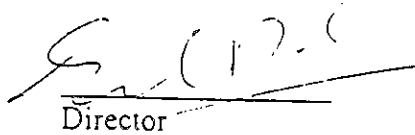
Director

PETER FRANCIS
Name (Print)

PETER FRANCIS
Name (Print)

The Common Seal of One to One Insurance Solutions(SA) Pty Ltd was affixed to this undertaking in the presence of)
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Director

Director

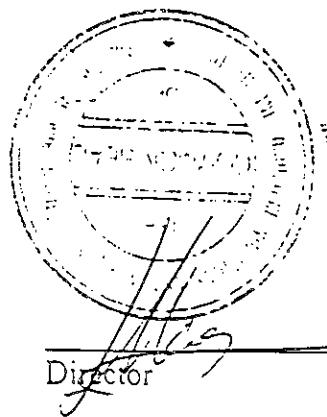
ERROL PINTO
Name (Print)

Name (Print)

The Common Seal of One to One
Insurance Solutions(NSW & ACT)
Pty Ltd was affixed to this
undertaking in the presence of

[Signature]
Director

ERROL PINTO
Name (Print)



L.W. Hase.
Name (Print)

The Common Seal of One to One
Insurance Solutions International Pty
Ltd was affixed to this undertaking
in the presence of

[Signature]
Director

RAYMOND WU
Name (Print)



[Signature]
Director

ERROL PINTO
Name (Print)

The Common Seal of One to One
Insurance Corporation Ltd
was affixed to this undertaking
in the presence of

[Signature]
Director

RAYMOND WU
Name (Print)

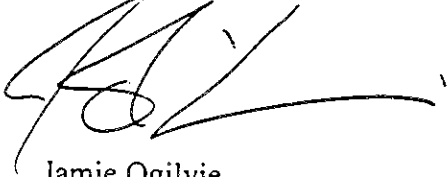


[Signature]
Director

[Signature]
Name (Print)

This *18th* day of *November* 1999

ACCEPTED BY THE AUSTRALIAN SECURITIES AND INVESTMENTS
COMMISSION PURSUANT TO ASIC ACT s93AA BY ITS DULY AUTHORISED
DELEGATE:

A handwritten signature in black ink, appearing to read 'J. Ogilvie', with a long horizontal stroke extending to the right.

Jamie Ogilvie
Regional Commissioner WA

SCHEDULE A**ONE TO ONE FRANCHISE BROKERS****Western Australia:**

One to One Insurance Solutions Applecross
One to One Insurance Solutions Northern Suburbs (Perth)
One to One Insurance Solutions West Coast
One to One Insurance Solutions North West
One to One Insurance Solutions Perth Central
One to One Insurance Solutions Midland
One to One Insurance Solutions Claremont
One to One Insurance Solutions West Perth
One to One Insurance Solutions Great Eastern
One to One Insurance Solutions South Coastal

New South Wales and the Australian Capital Territory:

One to One Insurance Solutions Frenchs Forest
One to One Insurance Solutions Bankstown
One to One Insurance Solutions Wagga Wagga
One to One Insurance Solutions Maitland
One to One Insurance Solutions Leichhardt
One to One Insurance Solutions Dubbo
One to One Insurance Solutions ACT

South Australia and the Northern Territory:

One to One Insurance Solutions South Adelaide
One to One Insurance Solutions West Adelaide
One to One Insurance Solutions North East
One to One Insurance Solutions Northern Suburbs (Adelaide)
One to One Insurance Solutions Unley
One to One Insurance Solutions Barossa Valley
One to One Insurance Solutions Darwin