

" A "

/2000

Australian Securities and Investments Commission

ENFORCEABLE UNDERTAKING

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ACT

SECTION 93AA

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

ROBERT WILLIAM TRESIDDER
9 Griffiths Street, Fairlight, New South Wales, 2094

and,

SHARON DENISE TRESIDDER
9 Griffiths Street, Fairlight, New South Wales, 2094

and,

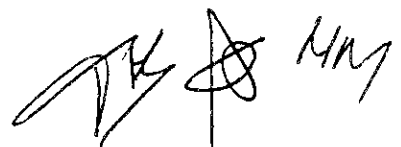
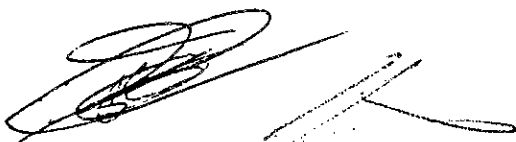
HALLIDAY & NICHOLAS INSURANCE BROKERS PTY LIMITED ACN: 002 160 833
233-237 Military Road, Cremorne, New South Wales, 2090

HALNIC NOMINEES PTY LIMITED ACN: 074 190 579
233-237 Military Road, Cremorne, New South Wales, 2090

1. BACKGROUND

- 1.1 At all material times, Mr Robert Tresidder ("Mr Tresidder") was prohibited from managing a corporation under section 229(3)(b) of the Law as a result of his conviction for 'serious fraud' as defined therein on 19 September 1994.
- 1.2 On 12 January 1998, the Administrative Appeals Tribunal made Orders *inter alia* restraining Mr and Mrs Tresidder from being managers, directors or Insurance Broking Account (IBA) signatories of Sea-Land Insurance Brokers Pty Limited ACN: 002 761 104 ("Sealand").
- 1.3 ASIC commenced an investigation and, on 26 July 1999, initiated proceedings in the Supreme Court of New South Wales (3323 of 1999) against Sea-Land, Robert William Tresidder, Sharon Denise Tresidder, and Peter John Fitzhenry, alleging contraventions of the *Corporations Law* ("the Law") and *Insurance (Agents and Brokers) Act* by each of the abovenamed.

- 1.4 In particular, ASIC was concerned about:
- 1.4.1 the validity of certain transactions involving Peter John Fitzhenry relating to Sea-Land's Insurance Brokerage Account having the potential to effect the company's ability to pay its' debts as and when they fell due;
 - 1.4.2 the conduct of Mr and Mrs Tresidder acting in contravention of the Orders made by the AAT on 12 January 1998, and in relation to Mr Tresidder, his on-going contraventions of section 229(3)(b) of the Law with respect to Sea-Land and Rob Tresidder Insurances Pty Limited ACN: 086 963 538;
 - 1.4.3 the failure of Sea-Land to keep proper records as required by section 286(1) of the Law.
- 1.5 At all material times Grosvenor Street Finance Pty Limited ACN: 002 338 534 ("GSF") held 100% of the shares in Sea-Land beneficially for the directors of GSF, namely, Sharon Denise Tresidder as to 75% and Peter John Fitzhenry as to the remaining 25% of the total shares issued.
- 1.6 By an agreement dated 11 November 1999, Halliday & Nicholas Insurance Brokers Pty Limited ACN: 002 169 833 ("Halliday & Nicholas") and Halnic Nominees Pty Limited ACN: 074 190 579 ("Halnic Nominees") agreed to appoint Robert William Tresidder as a sub-broker to Halliday & Nicholas subject to the limitations expressed within the agreement ("the sub-broker agreement"), a copy of which is annexed to this Enforceable Undertaking and marked "A".
- 1.7 Mr Robert William Tresidder, Mrs Sharon Denise Tresidder, Halliday & Nicholas and Halnic Nominees acknowledge the concerns of ASIC expressed in paragraph 1.4 above and have agreed to provide the undertakings set out below.
- 1.8 ASIC has agreed to accept the commitments in this Enforceable Undertaking as a supplement to the Orders to be made by the Court with the consent of the parties to the proceedings referred to in paragraph 1.3 and in doing so has had regard to the fact that:
- 1.8.1 the effect of the transactions referred to in 1.4.1 was reversed, resulting in a transfer of approximately \$300,000 to Sealand;
 - 1.8.2 Sea-Land will be wound up pursuant to section 497 of the Law, with the likelihood of all creditors, with the exception of Grosvenor Street Finance and Robert Tresidder, being paid in full;
 - 1.8.3 Robert William Tresidder has agreed to court orders restraining him from managing, or taking part in managing, a corporation for a period of ten (10) years;



- 1.8.4 Sharon Denise Tresidder has agreed to court orders restraining her from managing, or taking part in managing, a corporation for a period of six (6) months.

2. UNDERTAKINGS

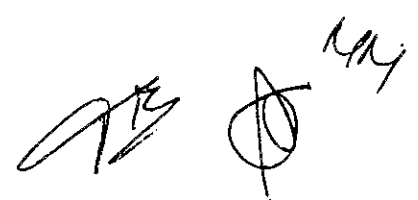
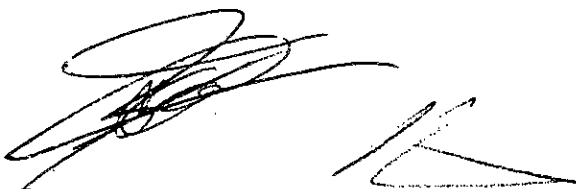
Mr Robert William Tresidder, Mrs Sharon Denise Tresidder, Halliday & Nicholas and Halnic Nominees, and each of them, give the following undertakings to ASIC pursuant to section 93AA of the Australian Securities and Investments Commission Act:

Robert William Tresidder

- 2.1 Mr Tresidder will strictly adhere to the terms and conditions of his appointment as an insurance intermediary (sub-broker) with Halliday & Nicholas and Halnic Nominees pursuant to the sub-broker agreement;
- 2.2 Mr Tresidder will notify ASIC of his intention to change employers within fourteen (14) days prior to any anticipated change occurring, provide ASIC with details of the new employees and provide to any new employer a copy of this Enforceable Undertaking;
- 2.3 Mr Tresidder will not to operate any bank, or other financial institution account, held for the purposes of conducting insurance, or related business (including but not limited to being an authorised signatory on any such account) for a period of ten (10) years from the date of the making of Orders in the aforementioned proceedings.

Sharon Denise Tresidder

- 2.4 Subject to paragraph 2.5 below, Mrs Tresidder will not perform duties consistent with 'management' as defined within section 91A of the Law in her capacity as an employee of Grosvenor Street Finance ("GSF") for a period of six (6) months from the date of the making of Orders in the aforementioned proceedings.
- 2.5 Nothing in this Enforceable Undertaking will prevent Mrs Tresidder from performing the following specific functions:
- (a) receiving and opening mail addressed to GSF provided she forwards such items to the Director of the company for his or her attention and direction;
 - (b) communicating the policies and terms of trading of GSF to prospective clients;
 - (c) receiving and depositing funds paid to GSF provided such funds are deposited into the account of GSF within three (3) working days of receipt;






- (d) submitting proposals for premium funding finance within the established policy of GSF to the director for his or her consideration provided that she does not enter into any contract for the provision of such funding on behalf of GSF;
- (e) preparing accounts, invoices and statements reflecting the transactions and trading position of GSF over time provided these documents are presented to the director for consideration and approval;
- (f) being one of a number of signatories on accounts held by investors of GSF provided that:
 - (i) there are a minimum of two signatories required for the passing of a valid cheque, or the drawing of funds from investors accounts;
 - (ii) one of the signatures required is that of the principal investor(s);
 - (iii) written authorisation has been obtained from the Director of GSF for Mrs Tresidder to sign the relevant instrument to operate the said accounts prior to the endorsement of such signature.

Halliday & Nicholas and Halnic Nominees

- 2.6 Halliday & Nicholas and Halnic Nominees jointly and severally undertake:
- 2.6.1. to strictly adhere to the terms and conditions of the appointment of Robert William Tresidder as an insurance intermediary (sub-broker) pursuant to the sub-broker agreement;
 - 2.6.2. to immediately notify the ASIC of any change in the terms and conditions of the said sub-broker agreement;
 - 2.6.3. to notify ASIC of any breach of the sub-broker agreement by Mr Tresidder during the course of his sub-brokerage within two (2) days of the breach occurring;
 - 2.6.4. to provide assistance and co-operation to the ASIC in respect of any matter involving Mr Tresidder in his capacity as a sub-broker.

3. ACKNOWLEDGMENTS

- 3.1 Mr Robert William Tresidder, Mrs Sharon Denise Tresidder, Halliday & Nicholas and Halnic Nominees, and each of them acknowledge that ASIC:



- 3.1.1 may issue a media release from the date of execution of this Enforceable Undertaking referring to the terms of the Enforceable Undertaking and the concerns of ASIC which led to its execution;
 - 3.1.2 may from time to time publicly refer to this Enforceable Undertaking, and,
 - 3.1.3 will make this Enforceable Undertaking available for public inspection.
- 3.2 Mr Robert William Tresidder, Mrs Sharon Denise Tresidder, Halliday & Nicholas and Halnic Nominees, and each of them acknowledge that this undertaking in no way derogates from the rights and remedies available to ASIC or any other person or entity arising from any conduct described in this undertaking.
- 3.3 Mr Robert William Tresidder, Mrs Sharon Denise Tresidder, Halliday & Nicholas and Halnic Nominees, and each of them acknowledge that ASIC's acceptance of an enforceable undertaking does not affect ASIC's power to investigate a contravention arising from future conduct, or pursue a criminal prosecution, or its power to lay charges or seek a pecuniary civil order.
- 3.4 Mr Robert William Tresidder, Mrs Sharon Denise Tresidder, Halliday & Nicholas and Halnic Nominees, and each of them acknowledge that this undertaking has no operative force until accepted by the ASIC.

**The Common Seal of HALLIDAY & NICHOLAS
INSURANCE BROKERS PTY LIMITED
ACN: 002 169 833**






Signature of Director

ROBERT BROCK HALLIDAY

Name of Director (printed)

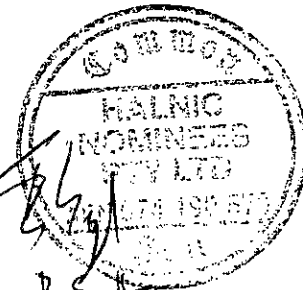


Signature of Director/Secretary

Anthony Robert Sytko

Name of Director/Secretary (printed)

**The Common Seal of HALNIC NOMINEES
PTY LIMITED ACN: 074 190 579**





Signature of Director



Signature of Director/Secretary

RW4

TEP

Robert William Tresidder
Name of Director (printed)

Anthony Robert Sykes
Name of Director/Secretary
(printed)

Signed by ROBERT WILLIAM TRESIDDER
in the presence of

) R.W. Tresidder

[Signature]
Signature

Robert W. Tresidder
Name (printed)

8 BIRUSHI CRESCENT, BIL GOLA BEAT 2107
Address

Signed by SHARON DENISE TRESIDDER
in the presence of

) Tresidder

Melinda Mulrone
Signature

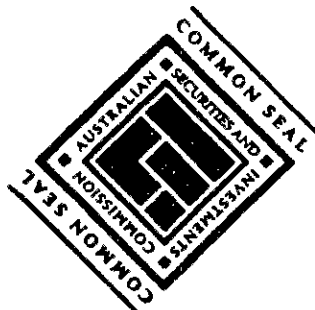
MELINDA MULRONEY
Name (printed)

3/44 Bennett St, Neutral Bay, NSW 2089
Address

ACCEPTED BY THE AUSTRALIAN SECURITIES AND INVESTMENTS
COMMISSION PURSUANT TO SECTION 93AA OF THE AUSTRALIAN
SECURITIES AND INVESTMENTS COMMISSION ACT, BY ITS DULY
AUTHORISED DELEGATE:

[Signature]
Jan Redfern
General Counsel
New South Wales Operations

THIS 7th DAY of February 2000.



[Handwritten initials]