

ENFORCEABLE UNDERTAKING**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION****Section 93AA Australian Securities and Investments Commission Act 1989**

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

Mr David Hemming
62 Bennett Street
North Fitzroy, Victoria

1. BACKGROUND

- 1.1 At all material times Mr David Hemming ("Mr Hemming") was a securities representative of Morgan Stockbroking Limited ACN 010 669 726 (the holder of a dealer's licence).
- 1.2 From 29 September 1996 to 31 March 1999 a husband and wife engaged the services of Mr Hemming to make securities investments on their behalf in accordance with instructions.
- 1.3 Following inquiries ASIC is of the view that:
- (a) Mr Hemming traded in warrants on behalf of the husband and wife, prior to them signing the ASX Derivatives Client Agreement Form, in contravention of paragraph 8.14 of the ASX Business Rules.
 - (b) Mr Hemming traded in securities on behalf of the husband and wife, without the authorisation of the husband and the wife, and as a consequence the securities portfolio of the husband and wife decreased in value from approximately \$1,200,000 to approximately \$400,000 between September 1996 and March 1999.
- 1.4 ASIC is concerned that:
- (a) Mr Hemming has not performed efficiently and fairly the duties of a representative of a dealer; and
 - (b) Mr Hemming will not perform efficiently, honestly and fairly the duties of (i) a representative of a dealer; or (ii) a representative of an investment adviser.
- 1.5 Mr Hemming, without admission as to liability, acknowledges ASIC's views as stated in paragraph 1.3 above and ASIC's concerns as stated in paragraph 1.4 above.
- 2. UNDERTAKINGS**
- 2.1 Pursuant to section 93AA of the Australian Securities and Investments Act 1989 Mr Hemming undertakes that he will not act as a representative of a dealer or investment adviser or apply for a dealer's licence in his own name or a corporate name for a period of five (5) years from the date of this undertaking.

3. ACKNOWLEDGMENTS


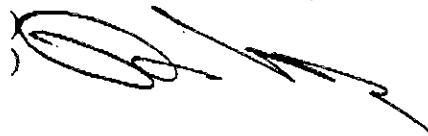
3.1 Mr Hemming acknowledges that ASIC:

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

3.2 Mr Hemming acknowledges that this undertaking in no way derogates from the rights and remedies available to any other person relating to or arising from any conduct described in this undertaking.

3.3 Mr Hemming acknowledges that this undertaking has no operative force until accepted by ASIC.

Signed by David Hemming
in the presence of



Signature of Witness


JOHN ROSS MUNRO
of 485 Latrobe Street Melbourne Vic. 3000
A natural person who is a current practitioner
within the meaning of the Legal Practice Act 1996

Name of Witness (print)

485 Latrobe St. MELBOURNE VIC.
Address of Witness

This 24th day of June 2000.

ACCEPTED BY THE AUSTRALIAN SECURITIES AND INVESTMENTS
COMMISSION PURSUANT TO SECTION 93AA OF THE AUSTRALIAN SECURITIES
AND INVESTMENTS ACT 1989 BY ITS DULY AUTHORISED DELEGATE:


Ronald James Ladley - ACT Regional Commissioner

This 30 day of June 2000.