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**ASIC**

Australian Securities & Investments Commission

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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 Anthony Wallis
9 Robertsons Road
ULVERSTONE TAS 7315

SECTION 1 - BACKGROUND

1. As a result of an investigation by the Australian Securities and Investments Commission ("ASIC") in respect of the offering of interests in securities by Southern Insight Corporation Limited and Dionysus Limited ("the overseas corporations") in the period from 1 July 2000 to 10 May 2001 inclusive ("the relevant period"), ASIC has reason to suspect that Robert Anthony Wallis ("Wallis") may have contravened, or been a party to a contravention of, subsection 601ED(5) and sections 780, 781, 995 and 999 of the *Corporations Law* ("the Law"), by reason of the matters set out in paragraphs 2 to 7 below.
2. ASIC maintains that during the relevant period, Wallis promoted interests offered by the overseas corporations that purported to pool investors funds in an offshore bank account so as to be invested into "Bank to Bank Contracted Settlements" ("the promoted interests").
3. ASIC maintains that the documents used by Wallis in relation to the promoted interests contain statements that:
 - a) clients' principal is fully bonded and insured in a prime World Bank;
 - b) the projected returns were in the order of 100% per annum;
 - c) due to the terms of contract, the identity of the participating banks cannot be divulged and a prospectus cannot be provided;

- d) all contracts are subject to the Trade Secrets Act and that violations of that Act will result in the cancellation of the contract, loss of all benefits and severe penalties, including custodial penalties.
4. ASIC is concerned that these statements are:
- a) misleading and deceptive or likely to mislead and deceive; or
 - b) false in a material particular or materially misleading and would be likely to induce persons to subscribe for the promoted interests.
5. ASIC maintains that Southern Insight Corporation Limited and Dionysus Limited are both foreign companies that have not been registered to carry on business in Australia. They are not licensed as the responsible entities of any registered managed investment scheme and do not hold a licence to carry on a securities business or an investment advice business.
6. ASIC maintains that Wallis does not, and did not during the relevant period, hold a licence to carry on a securities business or an investment advice business.
7. ASIC maintains that ^{15 AA Wallis} ~~12~~ persons introduced by Wallis ("the Wallis clients") agreed to invest approximately \$USD 270,000 in the promoted interests.
8. Pursuant to section 1324 of the Law, ASIC may apply to the Court for orders restraining Wallis from contravening the Law.
9. ASIC may seek orders pursuant to section 1325 of the Law requiring Wallis to compensate those persons who have suffered loss as a result of a contravention of the Law by Wallis. Such orders can only be sought with the consent of the persons who have suffered loss.
10. Wallis acknowledges the concerns of ASIC and accordingly offers the undertakings set out in section 2.
11. ASIC has agreed to accept the commitments in this Enforceable Undertaking as an alternative to the exercise of the powers referred to in paragraphs 8 and 9, with the exception that in the event that any of the Wallis clients requests a return of the funds invested by them and Wallis fails to obtain repayment of those funds, ASIC reserves the right to take any appropriate action for orders that Wallis compensate the Wallis clients for loss or damage suffered as a result of Wallis' conduct.

SECTION 2 - UNDERTAKINGS PURSUANT TO SECTION 93AA OF THE ASIC LAW

12. Pursuant to section 93AA of the ASIC Law, Wallis undertakes:
- a) to immediately cease to:
 - i) give information or advice to any person;
 - ii) be in any way, directly or indirectly, knowingly concerned in, or party to, the giving of information or advice to any person; and

- iii) conspire with others to engage in the giving of information or advice to any person;
in connection with interests in the "Bank to Bank Contracted Settlements" offered by Southern Insight Corporation Limited and Dionysus Limited except as required by law and paragraph 12(d);
- b) not to:
 - i) give information or advice to any person;
 - ii) be in any way, directly or indirectly, knowingly concerned in, or party to, the giving of information or advice to any person; and
 - iii) conspire with others to engage in the giving of information or advice to any person;
in connection with interests in any similar scheme operated by any company or person except as required by law and paragraph 12(d);
- c) not to give securities advice or investment advice unless he has obtained an appropriate licence, or holds an appropriate proper authority, under the Law;
- d) on or before the expiration of two weeks from the date of this undertaking, to personally serve or send by registered post to all Wallis clients, a letter in a form approved by ASIC ("the letter"), stating:
 - i) that the Wallis clients may request, within 2 weeks of receipt of the letter, return of the funds invested by them in the promoted interests;
 - ii) ASIC is concerned that the promoted interests were sold in contravention of the Law;
 - iii) ASIC is concerned that the Wallis clients may not receive a return of the capital invested in the promoted interest;
 - iv) the Wallis clients may wish to seek their own legal advice;
 - v) Wallis has signed an Enforceable Undertaking pursuant to section 93AA of the ASIC Law, setting out the effect of this Undertaking;
- e) in relation to any Wallis client who requests a return of the funds invested by them, to make reasonable endeavours to seek and obtain, within 1 month from the receipt of the request, the return of funds invested in Southern Insight Corporation Limited and Dionysus Limited, by making a written request to the directors of Dionysus Ltd and Southern Insight Corporation Ltd forthwith after the expiration of the 2 week period referred to in subparagraph 12(d);
- f) to provide ASIC with written notice, marked to the attention of the Regional Commissioner of the Tasmanian Regional Office, of details of
 - i) the Wallis clients who have requested a return of their capital investment;
 - ii) the endeavours made by Wallis in accordance with the undertaking in subparagraph (e);
 - iii) the results of those endeavours; and

- iv) whether those clients have been repaid the capital investment by Wallis;
within 1 week after the deadline in that undertaking.

SECTION 3 - ACKNOWLEDGMENTS

13. Wallis acknowledges that he has obtained legal advice in relation to the content and effect of this Enforceable Undertaking.
14. Wallis acknowledges that ASIC:
- a) may publicise 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.
15. Wallis acknowledges that this Enforceable Undertaking in no way derogates from the rights and remedies available to ASIC (subject to paragraph 11) or any other person or entity arising from any conduct described in this Enforceable Undertaking.
16. Wallis acknowledges that this Enforceable Undertaking has no operative force until accepted by ASIC.

SIGNED BY ROBERT ANTHONY WALLIS)
in the presence of:)


Robert Anthony Wallis

Signed:

B. Gleeson

Name in print:

BREUERTY GLEESON

Address:

P.O Box 108

Ulverstone Tas 7315.

ACCEPTED BY THE AUSTRALIAN SECURITIES & INVESTMENTS
COMMISSION PURSUANT TO SECTION 93AA OF THE ASIC LAW BY ITS
DULY AUTHORISED DELEGATE:


Simon Dwyer
Regional Commissioner
Tasmanian Regional Office

31 May 2001.