

ASIC

Australian Securities & Investments Commission

ENFORCEABLE UNDERTAKING

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION

Section 93AA Australian Securities & Investments Commission Act 2001

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

Neil Harvey John Fairhead

Formerly of;	now of;
1 Seaview Avenue	1 Rutherglen Court
Hallett Cove SA 5158	Aroona Qld 4551

Background

- 1 Neil Harvey John Fairhead ("Neil Fairhead") was from 31 March 1998 to 23 August 2000, a director of Onkourse Pty Ltd ACN 061 000 646 ("Onkourse") which traded as Oncourse Resource Group and Oncourse Financial Group. From 14 January 2000 to 14 December 2000 Neil Fairhead was a director of Brink Technology Pty Ltd ACN 091 194 937 ("Brink"). He has been from 20 October 1999 and is currently a director of Earn & Learn (Educational Systems) Pty Ltd ACN 090 045 088 ("Earn & Learn").
- 2 From 21 July 1993 until it was placed under external administration in February 2001, Onkourse operated a financial services business. From about 31 March 1998, Onkourse's business included mortgage refinancing and arranging a line of credit, arranging insurance, accounting services, business development and wealth creation. Under the banner of its wealth creation activities, Onkourse sought investment funds from its clients - and others - for specific purposes or schemes.
- 3 ASIC is investigating the activities of Onkourse and persons and entities associated with Onkourse and ASIC is of the view that this fundraising was carried out in contravention of Chapter 5C of the Corporations Law.
- 4 Some of the fundraising was for schemes external to Onkourse and its associates, including schemes known as Netlink, Eboxes, The Southern Australia Shipping Company Pty Ltd ACN 086 259 145 ("SASCO") and National Internet Service

Provider Project ("NISPP"); other fundraising was conducted for schemes or entities associated with Onkourse or its directors, including Earn and Learn and Brink.

- 5 Monies received by Onkourse, including fees and commissions and investor funds were frequently paid into Onkourse's operating account and applied without regard to the origin of the funds and the purpose for which they were received. Although ultimately several of the schemes received approximately the amount of funds raised for that purpose, Onkourse's books and records did not distinguish or separate the funds or reflect to whose account the funds should be credited.
- 6 Money was paid from Onkourse's account on a needs basis, whether for Onkourse's activities, director's fees and expenses or investment funds including investment funds for Earn & Learn and Brink. Onkourse's books do not clearly set out how much was raised and how much was paid out to each scheme entity, although it is clear that not all investor monies raised for these schemes went into the schemes.
- 7 In particular in relation to NISPP, a total of \$377,500 appears to have been raised, the scheme did not proceed, and the investment funds were dissipated in Onkourse's operational costs.
- 8 In addition, when NISPP investors sought refunds, some were offered a profit share in Brink in lieu of a refund. Brink received no money in exchange for that right. Neil Fairhead was a director of both Brink and Onkourse at the time of this arrangement.
- 9 In particular, ASIC is concerned that:
 - 9.1 Meetings of Onkourse, Earn & Learn and Brink usually took place together and although it is claimed that the meetings took place sequentially, it is clear from the minutes that the business of the three companies was dealt with in a conglomerate manner
 - 9.2 Funds of Onkourse, Earn & Learn and Brink, together with investors funds for other projects were intermingled in Onkourse's operating account;
 - 9.3 From at least July 2000 Onkourse was not generating enough in fees and Commissions to meet its outgoings and was using investor funds as operating capital;
 - 9.4 From at least July 2000 Onkourse was trading whilst insolvent;
 - 9.5 The affairs of Onkourse, Earn and Learn and Brink were not carried out with the required level of care and diligence by the directors,
 - 9.6 Brink has suffered detriment from its officers offering interests in Brink without any consideration moving to Brink in return therefore;

- 9.7 The financial records of Onkourse, Earn and Learn and Brink do not adequately set out those companies' financial position
- 10 Neil Fairhead acknowledges ASIC's concerns set out above.

Undertakings

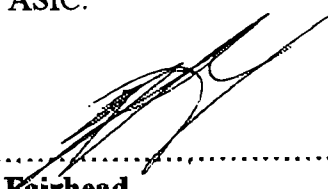
- 11 Pursuant to Section 93AA of the Australian Securities and Investments Commission Act 2001, Neil Fairhead hereby undertakes:
- 11.1 For a period of ten years from the date of hereof, alternatively, from the date after the expiration of 5 years from the date hereof that Neil Fairhead satisfies the Assistant Director of Enforcement for ASIC's Adelaide office that he has successfully completed the Institute of Company Director's course for company directors, or an equivalent course approved by ASIC:
- 11.1.1 not to be involved in the management of a corporation, other than Earn & Learn (Educational Systems) Pty Ltd ;
 - 11.1.2 not to do any act as an officer of a corporation other than Earn & Learn (Educational Systems) Pty Ltd ;
 - 11.1.3 not to apply or permit another to apply on his behalf to be registered as a director of a corporation.
- 11.2 During the period of this undertaking, to advise the Assistant Director, Enforcement, of ASIC's Adelaide office of any change in business of Earn & Learn (Educational Systems) Pty Ltd from the promotion and sale of its "Pocket Pal" product.

Acknowledgements

- 12 Neil Fairhead acknowledges that:
- 12.1 ASIC may issue a media release on execution of this undertaking referring to its terms and the concerns of ASIC which lead to its execution;
 - 12.2 ASIC may from time to time publicly refer to this undertaking

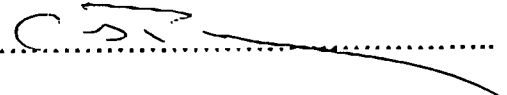
12.3 ASIC will make this undertaking available for public inspection

- 13 Neil Fairhead acknowledges that ASIC's acceptance of this undertaking in no way derogates from the rights and remedies available to ASIC or any other person arising from any conduct described in this undertaking.
- 14 Neil Fairhead acknowledges that ASIC's acceptance of an enforceable undertaking does not affect ASIC's power to investigate a contravention arising from future conduct, or pursue criminal prosecution, or its power to lay charges or seek a pecuniary civil order.
- 15 Neil Fairhead acknowledges that this undertaking has no operative force until accepted by ASIC.

SIGNED by: 
Neil Harvey John Fairhead

This 11 day of 03 2002

In the presence of:


 Witness:

CARY S. PUDDY
 Name: (print)

8th Floor, 100 Pirie St. ADELAIDE 5000
 Address:

ACCEPTED BY the Australian)
 Securities & Investments)
 Commission pursuant to the)
 ASIC Act 2001 section 93AA by its)
 duly authorised delegate)


 Karen Axford
 Regional Commissioner South Australia
 Australian Securities & Investments Commission

This 12th day of March, 2002