



Commonwealth of Australia



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

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#### RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the Corporations Act and the other legislation administered by ASIC may have rights of review. ASIC has published **Practice Note 57 [PN57] Notification of rights of review** and Information Sheet [INFO 1100] **ASIC decisions – your rights** to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at [www.asic.gov.au](http://www.asic.gov.au) or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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06/1110

**ASIC**

Australian Securities & Investments Commission

**Australian Securities & Investments Commission  
Corporations Act 2001 Section 915B**

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** Cinnabar Equities Pty Ltd, ACN 100 766 783 ("the Licensee") 117  
Drummond Street, CARLTON VIC 3053

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 238053 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 14 December 2006

Signed

A handwritten signature in black ink, appearing to read 'Allan Melville', written over a dotted line.

Allan Melville, a delegate of the Australian Securities and Investments  
Commission

06/1111

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 655A(1)(b) – Declaration**

Under paragraph 655A(1)(b) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 6 of the Act applies to Allco HIT Limited ACN 122 462 328 (the “Company”) in the case referred to in the Schedule as if item 7 of section 611 of the Act were modified or varied by omitting paragraph (a) and substituting the following paragraph:

- “(a) no votes are cast in favour of the resolution by the person proposing to make the acquisition and their associates; and”.

**Schedule**

The acquisition by the Company of all the interests in Allco Hybrid Investment Trust ARSN 109 102 070 (the “Trust”) from the members of the Trust where the acquisition is approved by a resolution put to a general meeting of members of the Trust held on or about 15 January 2007 for the purposes of item 7 of section 611 of the Act as described in the draft notice of meeting and prospectus provided to ASIC on 29 November 2006.

Dated this 13<sup>th</sup> day of December 2006



Signed by Christopher Wheeler

As a delegate of the Australian Securities and Investments Commission

06/1112

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraph 655A(1)(b) — Declaration**

Under paragraph 655A(1)(b) of the *Corporations Act 2001* (“Act”) the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 6 of the Act applies to Allco HIT Limited ACN 122 462 328 (the “Company”) in the case referred to in the Schedule as if item 7 of section 611 of the Act were modified or varied by:

- (a) omitting the phrase “An acquisition approved previously by a resolution passed at a general meeting of the company in which the acquisition was made, if:” and substituting “An acquisition approved previously by a resolution passed at a meeting of the members of the registered scheme where members of the scheme will be issued, on a proportional basis, shares in the company in which the acquisition is made, if:”; and
- (b) omitting “and” at the end of subparagraph (ii) of paragraph (a) and substituting “or”; and
- (c) inserting the following subparagraph after subparagraph (ii) of paragraph (a):
  - “(iii) members of the registered scheme whose address is shown on the register at the time the votes are cast as being outside Australia or New Zealand; and”.

**Schedule**

1. The acquisition by:
    - (a) Allco Managed Investment Funds Limited ACN 117 400 987 as responsible entity of Allco Principals Trust ARSN 111 894 958;
    - (b) Allco Funds Management Limited ACN 102 785 384; and
    - (c) Allco Finance Group Limited ACN 077 721 129,of a relevant interest in a total of approximately 37.6% voting shares in the Company on the acquisition by the Company of a 100% interest in each of Allco Strategic Holdings No.1 Pty Limited ACN 118 101 447, Momentum Investment Finance Pty Limited ACN 116 044 298 and International Mezzanine Funds Management (Australia) Pty Limited ACN 108 668 355, as described in the draft notice of meeting and prospectus provided to ASIC on 29 November 2006.
  2. The acquisition by Allco Finance Group Limited ACN 077 721 129 of a relevant interest in a total of approximately 37.5% voting shares in the Company issued by the Company for the purpose of financing the Company's acquisition of Strategic Investment Group Limited, a company incorporated under the laws of New Zealand on 27 June 2000, as described in the draft notice of meeting and prospectus provided to ASIC on 6 December 2006.
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Dated this 13<sup>th</sup> day of December 2006



Signed by Christopher Wheeler  
as delegate of the Australian Securities and Investments Commission

06/1113

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 741(1)(b) – Declarations**

1. Under paragraph 741(1)(b) of the *Corporations Act 2001* (“the Act”) the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 6D applies to the person specified in Schedule A in the case specified in Schedule B as if paragraph (a) of the definition ‘continuously quoted securities’ in section 9 of the Act were omitted and substituted with the following:
    - “(a) are in a class of securities that:
      - (i) were issued following an acquisition approved previously by a resolution passed at a meeting of members of a registered scheme under item 7 in the table in section 611; and
      - (ii) were quoted ED securities at all times in the 12 months before the date of the prospectus, and, a period during which the interests in the registered scheme were quoted on the financial market operated by ASX Limited without suspension may be included in the calculation of the 12 month period in respect of the issuer’s securities mentioned in this subparagraph (ii); and”.
  2. Under paragraph 741(1)(b) of the Act, ASIC declares that Chapter 6D of the Act applies to the persons specified in Schedule C in the case specified in Schedule D as if paragraphs 708A(5)(a) and (b) of the Act were omitted, and replaced with the following:
    - “(a) the relevant securities are in a class of securities that:
      - (i) were issued following an acquisition approved previously by a resolution passed at a meeting of members of a registered scheme under item 7 in the table in section 611; and
      - (ii) were quoted securities at all times in the 12 months before the day on which the relevant securities were issued, and, a period during which the interests in the registered scheme were quoted securities may be included in the calculation of the 12 month period in respect of the issuer’s securities mentioned in this subparagraph (ii); and
    - (b) trading in the class of securities of the issuer or the registered scheme on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days in that 12 months; and”.
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**Schedule A**

Allco HIT Limited ACN 122 462 328 ("Company")

**Schedule B**

An offer of fully paid ordinary shares in the Company for issue or sale in the 12 months following the quotation of the Company's ordinary shares on the financial market operated by the ASX Limited as described in the draft notice of meeting and prospectus provided to ASIC on 29 November 2006.

**Schedule C**

A shareholder of the Company and the Company

**Schedule D**

An offer of fully paid ordinary shares in the Company for sale in the 12 months following the quotation of the Company's ordinary shares on the financial market operated by ASX Limited as described in the draft notice of meeting and prospectus provided to ASIC on 29 November 2006.

Dated this 13<sup>th</sup> day of December 2006



Signed by Christopher Wheeler

As a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraphs 741(1)(a), 911A(2)(l)— Exemptions**

**First Exemption: disclosure relief**

1. Under paragraph 741(1)(a) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission (“ASIC”) exempts a person from Parts 6D.2, 6D.3 (except section 736) where the person:
  - (i) makes an eligible offer;
  - (ii) offers to arrange for the issue of financial products under an eligible offer;
  - (iii) issues a financial product under an eligible offer, that does not involve a contribution plan, on the conditions set out in the Schedule and for so long as the conditions are met

**Second Exemption: licensing and hawking relief**

2. Under paragraph 911A(2)(l) ASIC exempts a person who is exempt from Part 6D.2 because of the First Exemption (other than because the person made a recommendation to acquire financial products) from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in that exemption (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
3. Under paragraph 911A(2)(l) ASIC exempts:
  - (a) an issuer who is exempt from Part 6D.2 because of the First Exemption; and
  - (b) any associate of the issuer,from the requirement to hold an Australian financial services licence for the provision of the following financial services:
  - (c) the provision of a custodial or depository service in connection with an eligible offer covered by the First Exemption where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
  - (d) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (c); and
  - (e) dealing in a financial product in connection with an eligible offer covered by the First Exemption where any acquisition by purchase or disposal of the product (by the issuer or an associate) occurs either:
    - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products or a dealers licence issued under the old Corporations Act authorising the holder to deal in securities; or
    - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.



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4. Under paragraph 741(1)(a) ASIC exempts a person who is exempt from Part 6D.2 because of the First Exemption from section 736 in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

#### Schedule

The following conditions apply:

1. the person making the offer must:
  - (a) include that offer in an offer document; and
  - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
  - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
2. the issuer must comply (or, in the case of an issuer which does not have a registered office in this jurisdiction, cause an associated body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument; and
3. in the case where the employee share scheme may involve the issue of shares (including as a result of the exercise of an option) — the issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
  - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
  - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer; but disregarding any offer made, or option acquired or share issued by way of or as a result of:
    - (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
    - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
    - (e) an offer that did not need disclosure to investors because of section 708; or
  - (g) an offer made under a disclosure document must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

#### Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. “associated body corporate” of an issuer means:
  - (a) a body corporate that is a related body corporate of the issuer; or
  - (b) a body corporate that has voting power in the issuer of not less than 20%; or
  - (c) a body corporate in which the issuer has voting power of not less than 20%;
4. “Australian dollar equivalent” in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;
5. “contribution plan” means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
  - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
  - (b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
  - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
6. “current market price” means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
7. “eligible employee” means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or of an associated body corporate of the issuer;
8. “eligible offer” means an offer for issue or sale of:
  - (a) fully-paid shares in the issuer in the same class as shares which:
    - (i) are to be issued by the issuer; and
    - (ii) have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign

- market throughout the 12 month period immediately before the offer,
- on the basis that any period during which ordinary interests in HIT were quoted on the financial market operated by Australian Stock Exchange Limited without suspension for more than a total of 2 trading days during that period and ending on the day that ordinary interests of HIT cease to be quoted on the financial market operated by ASX Limited shall be taken to be a period during which shares of the issuer have been quoted for the purpose of paragraph (ii) to the extent that paragraph (ii) is not satisfied by shares of the issuer; or
- (b) options for the issue or transfer of shares referred to in paragraph (a) where each of the options is offered for no more than nominal consideration
9. “financial product advice” has the meaning given by section 766B;
10. “general advice” has the meaning given by section 766B;
11. “HIT” means Allco Hybrid Investment Trust ARSN 109 102 070
12. “issuer” means Allco HIT Limited ACN 122 462 328;
13. “nominal consideration” means consideration of not more than 1 cent per option;
14. “offer” has a meaning affected by sections 700, 702 and 1010C;
15. “offer document” means a document setting out an offer under an employee share scheme that:
- (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
- (b) if a summary (rather than a copy) of the rules of the scheme is given — includes an undertaking that during the period (the “offer period”) during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and
- (c) specifies in respect of the shares, shares subject to the options, units of shares or stapled securities:
- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
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- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of:
    - (A) where the document relates to an offer of shares, options or units — shares in the same class as those offered, subject to the options or to which the units relate; or
    - (B) where the document relates to an offer of stapled securities — stapled securities of the same class as those offered; and
  - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
  - (e) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or any associated body corporate of it for the purpose of acquiring financial products under the scheme;
16. “Old Corporations Act” has the meaning given by subsection 1410(1).

**Commencement**

This instrument will take effect on gazettal.

Dated this 13<sup>th</sup> day of December 2006



Signed by Christopher Wheeler  
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 741(1) – Exemption and Declaration**

1. Under paragraph 741(1)(a) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) hereby exempts the person specified in Schedule A, in the case specified in Schedule B from subsection 723(1) of the Act on the condition set out in Schedule C.
2. And, under paragraph 741(1)(b) of the Act, ASIC hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A, in the case specified in Schedule B, as if:
  - (a) subsection 734(5) were modified or varied by:
    - (i) omitting paragraph 734(5)(b) and substituting:

“(b) in any other case—contains the following but nothing more:

      - (i) a statement that identifies the offeror and the securities
      - (ii) a statement that a disclosure document for the offer will be made available when the securities are offered
      - (iii) a statement of how to arrange to receive a copy of the disclosure document.”
    - (ii) omitting the following:

“To satisfy paragraph (b), the advertisement or publication must include all of the statements referred to in subparagraphs (i), (ii) and (iii). It may include the statement referred to in subparagraph (iv).”
  - and substituting:

“To satisfy paragraph (b), the advertisement or publication must include all of the statements referred to in subparagraphs (i) and (ii). It may include the statement referred to in subparagraph (iii).”
- (b) subsection 734(6) were modified or varied by:
  - (i) in paragraph 734(6)(a), omitting “; and” after the word “document” and substituting “.”; and
  - (ii) omitting paragraph (b).

**Schedule A**

Allco HIT Limited ACN 122 462 328 (the "Company") and its related bodies corporate.

Allco Managed Investment Funds Limited ACN 117 400 987, in its capacity as responsible entity of Allco Hybrid Investment Trust ARSN 109 102 070 (the "Trust") and its related bodies corporate.

**Schedule B**

A prospectus, lodged with ASIC on or about 15<sup>th</sup> December 2006 ("Prospectus") which, amongst other things, invites holders of interests in the Trust ("Unitholders") to attend a meeting to be held on or about 15 January 2007 ("Meeting") to consider proposals that would amongst other things allow the issue of shares in the Company to Unitholders in consideration for the transfer of their interests in the Trust to the Company.

**Schedule C**

The notice of meeting sent to Unitholders convening the Meeting is accompanied by a copy of the Prospectus.

Dated this 13<sup>th</sup> day of December 2006



Signed by Christopher Wheeler  
as a delegate of the Australian Securities Investment Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 1020F(1)(a) – Exemption**

Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission (“ASIC”) exempts Allco HIT Limited ACN 122 462 328 (the “Company”) from Division 5A of Part 7.9 of the Act in the case set out in the Schedule.

**Schedule**

An unsolicited offer made by the Company to the holders of interests in the Allco Hybrid Trust ARSN 109 102 070 (the “Trust”) to purchase all interests in the Trust in consideration for the issue of shares in the Company on a proportional basis, as described in the draft notice of meeting and prospectus provided to ASIC on 29 November 2006.

**Interpretation**

In this instrument:

*unsolicited offer* means:

- (a) an offer to which Division 5A of Part 7.9 of the Act applies because of section 1019D of the Act; and
- (b) an invitation covered by section 1019F of the Act.

Dated this 13<sup>th</sup> day of December 2006



Signed by Christopher Wheeler  
As a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a),  
911A(2)(l), 992B(1)(a)— Exemption**

**First Exemption: disclosure relief for offers of shares**

1. Under paragraphs 741(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts:
  - (a) the issuer from Parts 6D.2 and 6D.3 (except section 736) where the issuer:
    - (i) makes an eligible offer;
    - (ii) offers to arrange for the issue of financial products under an eligible offer;
    - (iii) issues a financial product under an eligible offer,that does not involve a contribution plan, on the conditions set out in the Schedule and for so long as the conditions are met.

**Second Exemption: disclosure and other relief for offers involving a contribution plan**

2. Under paragraphs 283GA(1)(a), 741(1)(a) ASIC exempts:
  - (a) the issuer from:
    - (i) Parts 2L.1, 2L.2, 2L.3, 2L.4 and 2L.5; and
    - (ii) Parts 6D.2 and 6D.3 (except section 736),where the issuer:
    - (iv) makes an eligible offer;
    - (v) offers to arrange for the issue of financial products under an eligible offer;
    - (vi) issues a financial product under an eligible offer,that involves a contribution plan but does not involve the issuer or any associated body corporate offering any eligible employee of the issuer a loan or similar financial assistance for the purpose of, or in connection with, the acquisition of financial products to which the offer relates, on the conditions set out in the Schedule and for so long as the conditions are met.



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3. For the avoidance of doubt, under paragraph 601QA(1)(a) ASIC exempts a person who operates a managed investment scheme only by reason of operating a contribution plan relating to an eligible offer to which paragraph (a) relates from section 601ED in relation to the operation of that managed investment scheme.

**Third Exemption: licensing and hawking relief**

4. Under paragraph 911A(2)(l) ASIC exempts a person who is exempt from Part 6D.2 because of the First or Second Exemption from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in those exemptions (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
5. Under paragraph 911A(2)(l) ASIC exempts:
  - (a) an issuer who is exempt from Part 6D.2 because of the First or Second Exemption; and
  - (b) any associate of the issuer,

from the requirement to hold an Australian financial services licence for the provision of the following financial services:

- (c) the provision of a custodial or depository service in connection with an eligible offer covered by the First or Second Exemption where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
- (d) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (c); and
- (e) dealing in a financial product in connection with an eligible offer covered by the First or Second Exemption where any acquisition by purchase or disposal of the product (by the issuer or an associate) occurs either:
  - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
  - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
- (f) in the case where paragraph 3 of the Second Exemption applies — dealing in an interest in a managed investment scheme that is exempt from section 601ED because of that paragraph.

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6. Under paragraphs 741(1)(a) and 992B(1)(a) ASIC exempts a person who is exempt from Part 6D.2 because of the First or Second Exemption from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

#### Schedule

The following conditions apply:

1. the person making the offer must:
  - (a) include that offer in an offer document; and
  - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
  - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
2. the issuer must comply with any undertaking required to be made in the offer document by reason of this instrument; and
3. the issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
  - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
  - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, or option acquired or share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (d) an offer that did not need disclosure to investors because of section 708; or
- (e) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or

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- (f) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

### Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. "AGL Energy Share Plan" means any of the following employee share schemes extended to eligible employees:
  - (a) the AGL Energy Share Reward Plan (Share Reward Plan);
  - (b) the AGL Energy Share Purchase Plan (Share Purchase Plan); and
  - (c) the AGL Energy Long Term Incentive Plan (LTIP);or any successor plans which replace those plans, the rules of which do not differ in any material respects.
4. "associated body corporate" of an issuer means:
  - (a) a body corporate that is a related body corporate of the issuer; or
  - (b) a body corporate that has voting power in the issuer of not less than 20%; or
  - (c) a body corporate in which the issuer has voting power of not less than 20%;
5. "Australian dollar equivalent" in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;
6. "contribution plan" means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
  - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the

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- employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
- (b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
  - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
7. "current market price" means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
  8. "eligible employee" means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or of an associated body corporate of the issuer;
  9. "eligible offer" means an offer for issue or sale of fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by Australian Stock Exchange Limited throughout the 4 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an AGL Energy Share Plan extended only to eligible employees of the issuer;
  10. "financial product advice" has the meaning given by section 766B;
  11. "general advice" has the meaning given by section 766B;
  12. "issuer" means AGL Energy Limited (ACN 115 061 375);
  13. "nominal consideration" means consideration of not more than 1 cent per option;
  14. "offer" has a meaning affected by sections 700 and 702;
  15. "offer document" means a document setting out an offer under an employee share scheme that:
    - (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
    - (b) if a summary (rather than a copy) of the rules of the scheme is given — includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire the financial products
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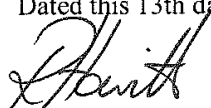
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offered under the scheme, the issuer will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and

- (c) specifies in respect of the shares:
  - (i) the acquisition price in Australian dollars;
  - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
  - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
  - (i) the current market price of shares in the same class as those offered; or
  - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) except in the case of an offer covered by the Second Exemption — discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or any associated body corporate of it for the purpose of acquiring financial products under the scheme; and
- (f) in the case of an offer covered by the Second Exemption — specifies:
  - (i) the Australian ADI where contributions for the purposes of the contribution plan are held;
  - (ii) the length of time they may be held; and
  - (iii) the rate of interest payable (if any) on the contributions held in the account.

This instrument takes effect on gazettal.

Dated this 13th day of December 2006



Signed by Rachel Howitt  
as a delegate of the Australian Securities and Investments Commission

06/1119

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 5C of the Act applies to the person referred to in Schedule A in relation to each of the registered schemes specified in Schedule B in the case set out in Schedule C, until 14 February 2007, as if section 601FL(1) of the Act were modified or varied as follows:

1. Delete the comma after "wants to retire" and replace with a colon;
2. Insert "(a)" before "it must call" and replace the full stop at the end of the paragraph with"; or";
3. Add new subparagraphs (b) and (c) as follows:
  - "(b) it must give members notice of the proposal to appoint a company, which is a wholly owned subsidiary of the responsible entity, including in the notice the responsible entity's reasons for wanting to retire and sufficient information to enable the members to vote on an extraordinary resolution to appoint the proposed responsible entity, and it must conduct a postal vote of members as to this; or
  - (c) (i) it must give members notice of the proposal to appoint a company, which is wholly owned subsidiary of the responsible entity;
  - (ii) the notice to members must:
    - (I) explain the responsible entity's reasons for wanting to retire and give sufficient information to enable the members to form a view as to the appointment of the proposed responsible entity;
    - (II) prominently state that if:
      - (A) members who together hold at least 5% of the total value of the interests held by members; or
      - (B) 100 members,ask for a vote on the proposed change in responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on the appointment of the proposed responsible entity;
    - (III) be accompanied by a form which can be ticked to ask for a vote; and
    - (IV) prominently state a reply paid address of the responsible entity to which the form may be sent;

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- (iii) the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting to vote if required in accordance with the notice as soon as possible;
- (iv) if sufficient members do not request a vote within the timeframe specified in the notice, then subject to the responsible entity's compliance with subsection 601FL(1B), the proposed entity will be taken to be the new responsible entity of the scheme."

4. Insert the following after subsection 601FL(1):

"(1A) If there is a postal vote under paragraph 601FL(1)(b) or (c):

- (a) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent;
- (b) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
  - (i) the proposed responsible entity will be the responsible entity if chosen by a majority by value of those members voting; and
  - (ii) only votes received by the responsible entity within 28 days after this issue of the voting paper will be counted; and
  - (iii) the voting paper must be accompanied by a notice setting out the information referred to in paragraph 252J(d).

(1B) If either paragraph 601FL(1)(b) or (c) applies, the responsible entity must lodge a certificate with ASIC that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity's reasons."

Under paragraph 601QA(1)(b) of the Act ASIC declares that Chapter 5C of the Act applies to the person referred to in Schedule A in relation to each of the registered schemes specified in Schedule D in the case set out in Schedule E, until 14 February 2007, as if:

5. Section 601FL(1) of the Act were modified or varied as follows:

Omit subsection 601FL(1) and substitute:

- "(1) The responsible entity can retire and the proposed responsible entity can become the new responsible entity if all of the following requirements are met:
- (a) the proposed responsible entity must provide its consent in writing to become the scheme's responsible entity;
  - (b) the responsible entity must provide the single member with sufficient information to explain its reason for wanting to retire and to enable the single member to decide whether to consent to the appointment of the proposed responsible entity as the new responsible entity; and

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- (c) the single member must consent in writing to the retirement of the responsible entity and the appointment of the proposed responsible entity as the new responsible entity.

6. Paragraph 601FL(2)(a) of the Act were modified or varied as follows:

- (a) delete "the resolution is passed" and substitute "the single member has given its written consent".

Under paragraph 601QA(1)(b) of the Act ASIC declares that Chapter 5C of the Act applies to the person referred to in Schedule A in relation to each of the registered schemes specified in Schedule D in the case set out in Schedule F, until 31 March 2007, as if section 601GC(1)(a) of the Act were modified or varied as follows:

7. Deleting "special resolution of the members of the scheme" and substituting "each and every member of the scheme providing their written consent to the modification, or repeal and replacement".

#### Schedule A

Investa Properties Limited ACN 084 407 241 (the "responsible entity") in its capacity as responsible entity of each of the registered schemes specified.

#### Schedule B

The registered schemes being (the "Schemes"):

TRUST	ARSN
Martin Place Trust	096 937 290
Investa Brisbane Commercial Trust	096 106 142
Investa First Industrial Trust	098 530 468
Investa Second Industrial Trust	098 325 789
Investa Fourth Commercial Trust	102 383 077
Investa Fifth Commercial Trust	104 184 072
Investa Sixth Commercial Trust	106 690 162
Investa Diversified Office Fund	113 369 627
IDOF Holding Trust	120 349 180
Investa Coreplus Trust	118 638 734
Investa Development Holdings Trust	118 638 547

#### Schedule C

The proposed retirement of the responsible entity of the schemes and replacement by Investa Funds Management Limited ACN 120 839 447 as the proposed responsible entity of the schemes with its consent.



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**Schedule D**

The registered schemes being (the "Schemes"):

<b>TRUST</b>	<b>ARSN</b>
Investa Industrial Core Fund	122 502 390
Investa Industrial Development Holdings Fund	122 511 700

**Schedule E**

1. There are no unit holders in the Schemes other than Investa Nominees Pty Limited (ACN 096 412 770); and
2. Investa Nominees Pty Limited is a wholesale client as defined in s761G of the Act.

**Schedule F**

1. There are no unit holders in the Schemes other than Investa Nominees Pty Limited (ACN 096 412 770); and
2. All interests in the Schemes were issued in circumstances that did not require the responsible entity to issue a disclosure document or Product Disclosure Statement under the Act.

Dated this 18<sup>th</sup> day of December 2006



Signed by  
Duncan Brakell  
As a delegate of the Australian Securities and Investments Commission

06/1120

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 5C of the Act applies to Campus Living Funds Management Limited ACN 115 371 321 in its capacity as the responsible entity of the Campus Living Land Trust USA ARSN 122 414 073 (**Trust 1**), Campus Living Finance Trust ARSN 122 141 242 (**Trust 2**), Campus Living Overseas Trust ARSN 122 418 188 (**Trust 3**) and Campus Living Australia Trust ARSN 122 418 204 (**Trust 4**) in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

1. omit paragraph 601FC(1)(c) and substitute:

"(c) act in the best interests of members (having regard to their interest as holders of interests in the scheme and as holders of interests in another scheme, where interests in each of the schemes are components of a stapled interest) and, if there is conflict between the members' interests and its own interests, give priority to the members' interests; and"; and
2. omit paragraph 601FD(1)(c) and substitute:

"(c) act in the best interests of members (having regard to their interest as holders of interests in the scheme and as holders of interests in another scheme, where interests in each of the schemes are components of a stapled interest) and, if there is conflict between the members' interests and its own interests, give priority to the members' interests; and"; and
3. section 601LC were modified or varied by adding after notional subsection 208(2) of the Act as included in that section:

"(2A) Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months if:

  - (a) the benefit either:
    - (i) is given out of the scheme property of a registered scheme; or
    - (ii) could endanger the scheme property; and
  - (b) all of the interests in the scheme and all of the interests in another scheme (the "stapled scheme") are component parts of stapled interests; and
  - (c) the benefit is given by:
    - (i) the responsible entity of the scheme; or
    - (ii) an entity that the responsible entity controls; or
    - (iii) an agent of, or person engaged by, the responsible entity; and
  - (d) the benefit is given to:

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- (i) the stapled scheme; or
- (ii) any wholly owned entity of the scheme or the stapled scheme; or
- (iii) as a result of a benefit given to one or more of the persons described subparagraphs (i) to (ii), to a related party of the responsible entity of the scheme who holds stapled interests; or
- (iv) an entity in which every interest is jointly held by the scheme and the stapled scheme.

(2B) For the purposes of this section:

- (a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for, or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or wholly owned entity of it; and
- (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries."; and

4. after section 601PC insert:

"601PD For the purposes of this Chapter:

**Stapled interest** means interests in two or more registered schemes where:

- (a) under the terms on which each of those interests are to be traded, they must be transferred together; and
- (b) there are no interests in the same class as those interests which may be transferred separately."

#### Schedule

Where, under the terms on which an ordinary interest in Trust 1, Trust 2, Trust 3 and Trust 4 are to be traded, they must all be transferred together.

Dated this 18<sup>th</sup> day of December 2006



Signed by

Duncan Brakell

As a delegate of the Australian Securities and Investments Commission



06/1123

ASIC

Australian Securities &amp; Investments Commission

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraphs 911A(2)(l), 926A(2)(a), 951B(1)(a),  
992B(1)(a) and 1020F(1)(a) — Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) grants the exemptions set out in:
  - (a) paragraph 3(a) under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*);
  - (b) paragraph 3(b) under paragraphs 926A(2)(a), 951B(1)(a) and 992B(1)(a) of the *Act*; and
  - (c) paragraph 3(c) under paragraph 951B(1)(a) of the *Act*.

**Commencement**

2. This instrument commences on the date of its gazettal.

**Exemptions**

3. ASIC declares that the person referred to in Schedule A, who provides financial services in relation to a low value non-cash payment facility, in the case set out in Schedule C, does not have to comply with:
  - (a) subsection 911A(1), section 992A and Part 7.9 of the *Act* in relation to those financial services; and
  - (b) where the person is a financial services licensee — Part 7.6 (other than subsection 911A(1) and Divisions 4 and 8), Divisions 2, 3 and 4 of Part 7.7 and Divisions 2, 3, 5 and 6 of Part 7.8 of the *Act* in relation to those financial services; and
  - (c) where the person is an authorised representative of a financial services licensee — Divisions 2, 3 and 4 of Part 7.7 of the *Act* in relation to those financial services

so long as the Conditions set out in Schedule B are met.

**Schedule A**

Ezypay Pty Limited (ACN 003 340 734).

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**Schedule B****Conditions**

4. Where the person referred to in Schedule A is an issuer of a low value non-cash payment facility who takes advantage of any of the exemptions in paragraph 3, the person referred to in Schedule A must take reasonable steps to ensure all of the following are satisfied:
- (a) before or at the time the low value non-cash payment facility is offered to a person as a retail client, the person is given a written document (the disclosure document) which sets out the terms and conditions of the facility and separately sets out in a prominent manner:
    - (i) information about whether any of the terms and conditions of the facility may be unilaterally varied by the issuer and a statement of how a person (the *client*) who holds the facility may get information about the new terms and conditions;
    - (ii) information about whether there is a date (the *expiry date*) after which the facility cannot be used for the making of non-cash payments (regardless of whether there is an amount standing to the credit of the facility at the end of the relevant day) and information about where the expiry date may be found out;
    - (iii) information about the procedures for dealing with any unauthorised or mistaken transactions relating to the facility or the loss or theft of the device (if any) referred to in subparagraph (c)(i);
    - (iv) fees or charges for acquiring and using the facility and where any such fees or charges are subject to change during the life of the facility, a statement of how the client may get information about the new fees or charges;
  - (b) the disclosure document is worded and presented in a clear, concise and effective manner;
  - (c) where the facility is issued on or after 1 June 2006 and is subject to an expiry date:
    - (i) if the client is provided with a physical device to use the facility — the expiry date is prominently set out on the device in a manner that makes it clear that it is an expiry date;
    - (ii) otherwise — the expiry date is set out in the disclosure document or in a written statement that is attached to the disclosure document;
  - (d) a convenient means is available, that involves no charge by the issuer or its associates, for the client to do all of the following:

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- (i) check the amount standing to the credit of the facility;
  - (ii) if subparagraph (c)(ii) applies — check any relevant expiry date that applies to the facility;
  - (iii) obtain at reasonable intervals a record of the past 10 transactions (or such transactions that have occurred) under the facility;
- (e) if the terms and conditions of the low value non-cash payment facility are unilaterally varied, or the fees or charges for using the facility are changed during the life of the facility:
- (i) a statement setting out the effect of the variation or change is displayed in a clear and prominent notice at each place of business where the facility may be acquired in an area that is accessible to the public;
  - (ii) information about the variation or change is made available to the client in accordance with the statement in subparagraph 4(a)(i) or 4(a)(iv);
  - (iii) the new terms and conditions or fees and charges are made available to the client on request at each place of business where the facility may be acquired; and
  - (iv) if the issuer makes available information about the facility on an Internet website — the statement in subparagraph 5(e)(i), information about the variation or change, and the new terms and conditions or fees and charges are made available on the website in a manner reasonably likely to come to the attention of persons seeking information about the facility;
- (f) if a facility is issued to a person as a retail client, the issuer maintains adequate internal dispute resolution processes in accordance with the Australian Standard on Complaints Handling (AS 4269–1995) as at 5 February 1995;
5. Where the person referred to in Schedule A takes advantage of any of the exemptions in paragraph 3 and is not the issuer of the low value non-cash payment facility, the person referred to in Schedule A must take reasonable steps to ensure that both of the following are satisfied:
- (a) before or at the time the low value non-cash payment facility is offered to a person, the person is provided with the disclosure document;
  - (b) where the facility is issued on or after 1 June 2006 and is subject to an expiry date:

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- (i) if the client is provided with a physical device to use the facility — the expiry date is prominently set out on the device in a manner that makes it clear that it is an expiry date; or
  - (ii) otherwise — the expiry date is set out in the disclosure document or in a written statement that is attached to the disclosure document; and
6. The person referred to in Schedule A gives ASIC notice in writing when the facility ceases to be a low value non-cash payment facility.

### Schedule C

#### Case where exemptions apply

7. The exemptions in paragraph 3 are not available to the person referred to in Schedule A if a condition in paragraph 4, 5 or 6 applies to them and they do not comply with the condition.

#### Interpretation

8. In this instrument:

*authorised representative* has the meaning given by section 761A of the Act.

*device* includes a certificate, voucher, token, card, coin or other object by which a person may use a low value non-cash payment facility.

*facility* has a meaning affected by section 762C of the Act.

*issuer* has the meaning given by subsection 761E(4) of the Act.

*low value non-cash payment facility* means a facility through which, or through the acquisition of which, a person makes non-cash payments and in relation to which the following are satisfied:

- (a) for no less than 99% of all persons who hold value under all facilities of the same class, the total amount available for the making of non-cash payments under all facilities of the same class held by any person at any one time does not exceed \$1,000; and
- (b) for no more than 1% of all persons who hold value under all facilities of the same class, the total amount available for the making of non-cash payments under all facilities of the same class held by any person at any one time does not exceed \$15,000; and
- (c) the total amount available for making non-cash payments under all facilities of the same class does not exceed \$10,000,000 at any time; and
- (d) the facility is not a component of another financial product.

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*makes non-cash payments* has the meaning given by section 763D of the Act.

*offer* has a meaning affected by subsection 1010C(2) of the Act.

*retail client* has the meaning given by section 761G of the Act.

Dated this 20<sup>th</sup> day of December 2006



Signed by Janice Chandra  
as a delegate of the Australian Securities and Investments Commission



06/1124

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraphs 655A(1)(b) and 673(1)(b) — Declaration**

Pursuant to paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Act apply to the person named in Schedule A in the case referred to in Schedule B as if:

1. section 609 of the Act were modified or varied by adding after subsection (10):  

“(11) A person does not have a relevant interest in securities merely because they apply restrictions on the disposal of the securities by the holder”; and
2. Part 6C.1 of the Act were modified or varied by adding after section 671B:  

“671BA For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(11)”.

**Schedule A**

Nomad Building Solutions Limited (ACN 117 371 418) ("Nomad")

**Schedule B**

An acquisition of a relevant interest in 8,750,000 ordinary fully paid shares in Nomad ("Escrowed Securities") arising as a result of the entry into escrow agreements ("Restriction Agreements") on or about 20 December 2006 between Nomad and each of the persons named in Schedule C, where each Restriction Agreement:

- (a) restricts disposal of, but not the exercise of voting rights attaching to, the Escrowed Securities;
- (b) terminates on the earlier of:
  - (i) 28 October 2007; or
  - (ii) 28 days after Nomad lodges its annual financial report for the financial year ending 30 June 2007 with ASIC;
- (c) allows the holder of the relevant Escrowed Securities to accept into a takeover bid where holders of at least half of the bid class securities that are not subject to the Restriction Agreements to which the offer under the bid relates have accepted;
- (d) requires that the shares be returned to escrow if the above bid does not become unconditional;

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- (e) allows the Escrowed Securities the subject of the Restriction Agreement to be transferred or cancelled as part of a merger by scheme of arrangement; and
- (f) is substantially in either of the forms provided to ASIC on 19 December 2006.

**Schedule C**

Wayne James McGrath  
Mel Patrick McGrath  
Meluka Nominees Pty Limited ACN 083 948 618 as trustee for the Nolan  
Discretionary Trust  
Vincent Patrick Nolan

Dated this 20th day of December 2006



Signed by Salvatore Pillera  
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission****Corporations Act 2001 – Paragraph 741(1)(b) – Declaration**

Under paragraph 741(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Act applies to the:

1. person specified in Schedule A as if subparagraph (b)(iii) of the definition of "continuously quoted securities" in section 9 of the Act as notionally modified by ASIC Class Order [CO 01/1455] were further modified by after "340" inserting "(other than the order dated 21 November 2006 relating to a change of financial year)"; and
2. persons specified in Schedule B as if paragraph 708A(5)(d) of the Act as notionally modified or varied by ASIC Class Order [CO 04/672] were further modified or varied by after "340" inserting "(other than the order dated 21 November 2006 relating to a change of financial year)".

**Schedule A**

Dragon Mining NL ACN 009 450 051 ("Dragon")

**Schedule B**

Shareholders of Dragon

Dated this 19th day of December 2006



Salvatore Pillera

as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsection 713(6) — Determination**

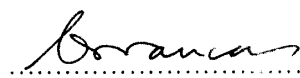
Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 18 June 2007.

**SCHEDULE**

IC2 Global Limited ACN 062 879 583

Dated: 18 December 2006

Signed:

  
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Cassandra Francas, as a Delegate of the  
Australian Securities and Investments Commission

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06 / 1135

**ASIC**

Australian Securities &amp; Investments Commission

**Australian Securities and Investments Commission**  
**Corporations Act 2001 — Paragraphs 601QA(1)(a), 741(1)(a), 911A(2)(l), 992B(1)(a)**  
**and 1020F(1)(a) — Exemption**

**Disclosure relief**

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*), exempts the persons referred to in Schedule A from Parts 6D.2 and 6D.3 (except section 736) of the *Act*, to the extent that the eligible offer is an offer for issue of a security, and from Part 7.9 of the *Act* where the person:
  - (i) makes an eligible offer;
  - (ii) offers to arrange for the issue of financial products under an eligible offer; or
  - (iii) issues a financial product under an eligible offer,

that does not involve a contribution plan, on the conditions set out in Schedule B and for so long as the conditions are met.

**Licensing and hawking relief**

2. Under paragraph 911A(2)(l) of the *Act*, ASIC exempts the persons referred to in Schedule A from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an eligible offer (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that eligible employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice, on the conditions set out in Schedule B and for so long as the conditions are met.
3. Under paragraph 911A(2)(l) of the *Act*, ASIC exempts the persons referred to in Schedule A from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of a dealing in a financial product in connection with an eligible offer where any acquisition by purchase or disposal of the product by the persons referred to in Schedule A occurs either:
  - (a) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or

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- (b) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place,

on the conditions set out in Schedule B and for so long as the conditions are met.

4. Under paragraphs 741(1)(a) and 992B(1)(a) of the Act, ASIC exempts the persons referred to in Schedule A from sections 736, 992A and 992AA of the Act in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the eligible offer, on the conditions set out in Schedule B and for so long as the conditions are met.

#### Managed investments relief

5. Under paragraph 601QA(1)(a) of the Act, ASIC exempts, for the avoidance of doubt, the persons referred to in Schedule A from Chapter 5C of the Act in connection with an eligible offer, on the conditions set out in Schedule B and for so long as the conditions are met.

#### Schedule A

Credit Suisse Group A.G., a body corporate incorporated under the laws of Switzerland (*CSG*), each of its associated bodies corporate granting ISU Awards (together the *Issuer*) and any person acting on behalf of such an entity.

#### Schedule B

The following conditions apply:

1. The Issuer must:
  - (a) include that offer in an offer document; and
  - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
  - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an eligible employee; and
2. the Issuer must comply (or, in the case of an Issuer which does not have a registered office in this jurisdiction, cause an associated body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument; and
3. the Issuer must take reasonable steps to ensure that the number of shares to be received on settlement (in accordance with the Rules of the Plan) of the ISU Awards the subject of the offer when aggregated with:
  - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire

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unissued shares, under an employee share scheme to be accepted or exercised;  
and

- (b) the number of shares in the same class issued during the previous 5 years resulting from the settlement of ISU Awards pursuant to the Rules of the Plan or any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, or option acquired or share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
- (e) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (g) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of CSG as at the time of the offer; and

- 4. the Issuer must keep at its registered office or at the registered office of an associated body corporate in this jurisdiction and make available to ASIC, upon request, a register of those Participants who received an eligible offer in this jurisdiction and enter in the register:
    - (a) the name and address of each Participant;
    - (b) the extent of the holding of each Participant;
    - (c) the date at which the name of each Participant was entered in the register; and
    - (d) the date at which any Participant's participation ceased; and
  - 5. except as required by applicable laws, rules and regulations, the Issuer must not modify or vary the Rules in any material respect which would adversely affect the Participants' ISU Awards unless ASIC notifies the Issuer or any person acting for or on behalf of the Issuer in writing that it does not object to the modification or variation; and
  - 6. CSG must take all reasonable steps to ensure that the provisions of the Rules are complied with; and
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7. CSG must take all reasonable steps to ensure that the Plan at all times complies with the laws of Switzerland.

[Note: where a document must be provided in writing it may be provided by electronic means. See s5C of the Act and s25 of the *Acts Interpretation Act 1901*.]

### Interpretation

In this instrument:

except where otherwise stated, references to provisions are to provisions of the Act;

the Plan shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;

*American Depositary Receipt* means a receipt issued by a bank in the United States of America which represent the shares of a corporation that operates outside of the United States of America held by that bank.

*associated body corporate* of CSG means:

- (a) a body corporate that is a related body corporate of CSG; or
- (b) a body corporate that has voting power in CSG of not less than 20%; or
- (c) a body corporate in which CSG has voting power of not less than 20%;

*Australian dollar equivalent* in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which the price relates;

*contribution plan* means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:

- (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
  - (b) before transferring contributions to acquire shares, an contributions made by an employee as part of the contribution plan must be held by the Issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
  - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after the election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated
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interest, must be repaid to that employee;

**current market price** means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;

**eligible employee** means, in relation to the Issuer, a person who is at the time of an offer under the Plan, a full or part-time employee or director of the Issuer or its Australian subsidiaries;

**eligible offer** means an offer for the issue of a ISU Award under the Plan, which on settlement will result in the issue or sale of either:

- (a) fully paid shares in CSG in the same class as shares which have been quoted on the financial market operated by the Swiss Stock Exchange or the Deutsche Bourse throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days; or
- (b) American Depositary Receipts of CSG which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days,

made under the Plan extended only to eligible employees;

**financial product advice** has the meaning given by section 766B;

**general advice** has the meaning given by section 766B;

**offer** has a meaning affected by sections 700, 702 and 1010C;

**offer document** means a document setting out an offer under the Plan that:

- (a) includes or is accompanied by a copy, or a summary, of the Rules of the Plan under which the offer is made; and
  - (b) if a summary (rather than a copy) of the Rules of the Plan is given – includes an undertaking that during the period (the **offer period**) during which an eligible employee may acquire the ISU Awards offered, the Issuer (or, in the case of an Issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules of the Plan; and
  - (c) includes an undertaking, and an explanation of the way in which, the Issuer (or, in the case of an Issuer which does not have a registered office in this jurisdiction, an associated body corporate of the Issuer which does so have a registered office) will, during the offer period, within a reasonable period of the employee requesting, make available to the employee the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of a share in CSG in the same class as those which would be issued on settlement of the ISU Awards in accordance with the Rules of the Plan; and
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- (d) specifies, to the extent the following are not specified in the Rules of the Plan:
- (i) the basis upon which ISU Awards are issued to those eligible employees that accept the offer;
  - (ii) the circumstances in which an eligible employee may receive cash benefits or shares under ISU Awards; and
  - (iii) the circumstances in which ISU Awards may be transferred or disposed of;

**Participant** means an eligible employee to whom an eligible offer is made and who accepts such an offer;

**ISU Awards** means an unsecured contractual right to receive a share or shares in CSG or one or more American Depositary Receipt in CSG, which may carry a dividend equivalent entitlement equal to the amount of dividends paid on a share in CSG, and an opportunity to receive additional shares or American Depositary Receipts in CSG, which may carry a dividend equivalent entitlement equal to the amount of dividends paid on a share in CSG, granted to an eligible employee pursuant to the Rules on the terms and conditions of the Rules;

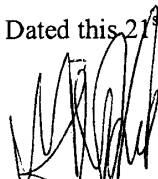
**Plan** means the Credit Suisse Group Master Share Plan with effect as of 1 January 2006, International Incentive Stock Unit Award Certificate and International Supplement, being the documents relating to the relevant ISU Award (as amended from time to time) under which eligible employees are offered the ISU Awards;

**Rules** means the rules of the Plan included with or accompanying the offer document;

**security** has the meaning given by section 761A; and

**unit** in relation to a share means a legal or equitable right or interest in the share.

Dated this 21<sup>st</sup> day of December 2006.



Signed by Michelle Reid  
as delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 655A(1)(b)– Declaration**

Under paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the persons specified in Schedule A in the case referred to in Schedule B as if subsection 620(2) was modified or varied by:

- (a) omitting the word "Each" and substituting the words "Subject to subsection (2A), each"; and
- (b) inserting the following after subsection 620(2):

“(2A) Notwithstanding subsection (2), if the offer contains a form of consideration which is a combination of cash and securities, each offer may provide that the bidder may pay or provide the consideration for the offer no later than 2 weeks after it would otherwise be required to pay or provide consideration in accordance with the timing in subsection (2).”.

**Schedule A**

Transurban Investments Pty Ltd (ABN 31 112 649 466), Transurban Holdings Limited (ABN 86 098 143 49) and Transurban Infrastructure Management Limited (ABN 27 098 147 678) (as responsible entity for Transurban Holding Trust (ARSN 098 807 419)).

**Schedule B**

The off-market takeover bid by the persons named in Schedule A for all of the ordinary shares in Sydney Roads Limited (ACN 119 323 901) and interests in the Sydney Roads Trust (ARSN 119 766 540), as announced on 14 December 2006 where:

- (a) the offer contains a form of consideration which is a combination of cash and securities ("Cash Pool Alternative"), where the amount of cash and the number of securities to be provided is determined in accordance with a formula which:
  - (i) specifies the amounts of cash and securities that the bidder will provide under that form of consideration if the offeree accepts;
  - (ii) varies that number of securities and amount of cash by reference to the choices as to the form of consideration made or to be made by accepting offerees, or persons whose securities may be compulsorily acquired or bought out under Part 6A.1; and
- (b) if one week prior to the earlier of:
  - (i) the time at which the bidder would otherwise be required to provide consideration to some or all accepting offerees in accordance with the timing in subsection 620(2) of the Act; and

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- (ii) the first date that any consideration is provided by the bidder under any such takeover contract,
- the bidder is not able to determine the total number of securities for which the bidder either has received or will receive acceptances for the Cash Pool Alternative, then the bidder must:
- (iii) calculate the number of securities for which it has received acceptances as at that time for the Cash Pool Alternative, and for which it may receive acceptances in the future;
- (iv) calculate the minimum amount of cash available for distribution with respect to the number of securities calculated in accordance with subparagraph (b)(iii) (which must not be more than the maximum amount of cash payable per security); and
- (v) provide that amount of cash consideration to accepting offerees in accordance with the timing in subsection 620(2) of the Act; and
- (c) one week after the time that the first accepting offeree has been paid their consideration in accordance with paragraph (b), the bidder must:
- (i) calculate the number of securities for which it has received acceptances as at that time for the Cash Pool Alternative, and for which it may receive acceptances in the future;
- (ii) calculate the minimum amount of cash available for distribution with respect to the number of securities calculated in accordance with subparagraph (c)(i) (which must not be more than the maximum amount of cash payable per security); and
- (iii) to the extent that this amount is more than the amount calculated in accordance with paragraph (b), provide the cash difference to accepting offerees at the later of:
- A. the time at which the bidder would otherwise provide consideration in accordance with the timing in subsection 620(2) of the Act; or
- B. 2 weeks after the first date at which the bidder has provided consideration under a takeover contract formed by an offeree accepting the offer and choosing the Cash Pool Alternative,
- and to the extent that the total amount of cash so provided is less than the total consideration payable under the Cash Pool Alternative, the balance of the consideration payable will be provided at the same time to the offeree, in the form of securities, the number of which is calculated in accordance with the formula mentioned in paragraph (a).

Dated 20 December 2006

.....*Justine White*.....

Signed by Justine White

as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 655A(1)(b) – Declaration**

Under paragraph 655A(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) varies ASIC Instrument [06/0925] as follows:

1. omit subparagraph (2)(i)(a), substitute:

"(a) after the definition of "*agreement*"

*"American Depositary Shares"* means securities of that name representing an ownership interest in issued voting shares in a company."; and";

2. omit subparagraph 2(ii), substitute:

"(ii) section 605 of the Act were modified or varied by adding the following subsections after subsection (2):

"(3) A takeover bid for securities that are shares in a particular class may involve offers for American Depositary Shares which represent shares in that class provided that every American Depositary Share that represents such shares is the subject of an offer to acquire the American Depositary Share on the same terms as the offer made for the shares under the bid, save:

- (a) that the consideration offered for each American Depositary Share is a multiple of the consideration offered for each share under the bid equal to the number of shares represented by each American Depositary Share;
- (b) for the procedures concerning how such an offer can be accepted;
- (c) for the effect of, and agreement resulting from, acceptance of such an offer; and
- (d) the procedures concerning how an acceptance of such an offer can be withdrawn.

Such offers must relate to American Depositary Shares that exist or will exist as at the date set by the bidder under subsection 633(2) and may extend to American Depositary Shares issued during the period from the date set by the bidder under subsection 633(2) to the end of the offer period to the extent they represent an ownership interest in securities in the bid class that exist or will exist as at the date set by the bidder under subsection 633(2).

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(4) Where an offer is made for an American Depositary Share, for the purposes of this Chapter:

- (a) an offer for the American Depositary Share is taken to be an offer under the takeover bid for the shares which it represents; and
- (b) the giving of any notice or other document to the holder of the American Depositary Share is taken to be the giving of the notice or document to the holder of the share which it represents.

(5) Subsections (3) and (4) apply in relation to a bid and an offer whether made before or after the commencement of this subsection.

(6) For the avoidance of doubt, none of the following are to be taken to be or give rise to a new circumstance of the kind referred to in paragraph 643(1)(c) or a variation of an offer of the kind referred to in section 650A:

- (a) the repeal of subsection (3) as in force immediately before the commencement of this subsection;
- (b) the commencement of subsections (3) to (7);
- (c) the combination of that repeal and commencement.

(7) For the purposes of this Chapter and any other law, a statement made in connection with a takeover bid before the commencement of this subsection, whether or not in a bidder's statement, is not to be taken after that commencement to be misleading or deceptive merely because of the effect of either or both of the following:

- (a) the repeal of subsection (3) as in force immediately before the commencement of this subsection;
- (b) the commencement of subsections (3) to (7).";";

3. omit subparagraph 2(iii);

4. renumber subparagraph 2(iv) as subparagraph 2(iii), omit notional paragraph 619(2)(g) of the Act and substitute:

"(g) any differences in the offers attributable to the fact that, where an offer (the *deemed offer*) is taken to be made because of paragraph 605(4)(a):

- (i) acceptance of the deemed offer as a result of acceptance of the offer for the American Depositary Share to which the deemed offer relates prevents any other offer under the takeover bid for the securities represented by the American Depositary Share from

being accepted unless and until the acceptance is validly withdrawn in a manner contemplated by the offer or this Chapter; and

- (ii) acceptance of any other offer under the takeover bid for the securities represented by the American Depositary Share to which the deemed offer relates prevents the acceptance of the deemed offer unless and until the acceptance is validly withdrawn in a manner contemplated by the offer or this Chapter."; and

5. adding a new subparagraph 2(iv):

"(v) subsection 623(3) of the Act were modified or varied by deleting the full stop at the end of paragraph (c) and substituting "; or" and adding the following paragraph after paragraph (c):

- "(d) a takeover bid for securities that are shares in a particular class which also involves offers for American Depositary Shares of the kind referred to in section 605(3).";"

Dated this 20 day of December 2006



Signed by: Rachel Howitt  
as a delegate of ASIC

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**Australian Securities and Investments Commission**  
**Corporations Act – Paragraph 655A(1)(b) – Declaration**

Pursuant to subsection 655A(1) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6 of the Act applies to the persons named in Schedule A in the case referred to in Schedule B as if:

1. the words in subparagraph 637(1)(a)(ii) were deleted and replaced with the words "otherwise – a resolution passed by all the directors of the bidder other than a director who has either a conflict of interest in relation to, or material personal interest in, the outcome of the bid at the date of lodgement of the bidder's statement with ASIC."; and
2. the words in subparagraph 645(2)(a)(ii) were deleted and replaced with the words "otherwise – a resolution passed by all the directors of the bidder other than a director who has either a conflict of interest in relation to, or material personal interest in, the outcome of the bid at the date of lodgement of a supplementary bidder's statement with ASIC."

**Schedule A**

Transurban Holdings Limited ACN 098 143 429, Transurban Investments Pty Ltd ACN 112 649 466, and Transurban Infrastructure Management Limited ACN 098 147 678 in its capacity as the responsible entity of Transurban Holding Trust ARSN 098 807 419 ("Bidder").

**Schedule B**

The off-market takeover bid ("Takeover Bid") by the persons named in Schedule A for all the ordinary shares in Sydney Roads Limited ACN 119 323 901 ("SRG Shares") and interests in the Sydney Roads Trust ARSN 119 766 540 ("SRG Units"), as announced on 14 December 2006, where:

1. the only director of the Bidder that has either a conflict of interest in relation to, or a material personal interest in, the outcome of the bid is Mr Lawrence Cox; and
2. that interest arises because Mr Lawrence Cox is an executive director of Macquarie Bank Limited ACN 008 583 542 which:
  - (a) is the holder of SRG Shares and SRG Interests;
  - (b) provides services to the Target under a Transitional Services Agreement described in the Target's prospectus and product disclosure statement dated 26 June 2006; and
  - (c) has been appointed as the exclusive financial adviser to the Target for the purposes of the Takeover Bid.

**Interpretation**

In this instrument:



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**Target** means Sydney Roads Limited ACN 119 323 901 and the Sydney Roads Trust ARSN 119 766 540

Dated this 19<sup>th</sup> day of December 2006.



Signed by Cathy Chan  
as a delegate of the Australian Securities and Investments Commission

06/1139

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 601QA(1)(b) and 1020F(1)(a) – Declaration  
and Exemption**

1. Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 5C of the Act applies to the person referred to in Schedule A in the case set out in Schedule B as if Chapter 5C of the Act were modified or varied as follows:
  - (a) omit paragraph 601FC(1)(c) and substitute:
    - “(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in another scheme, where interests in each of the schemes are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and”;
  - (b) omit paragraph 601FD(1)(c) and substitute:
    - “(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in another scheme, where interests in each of the schemes are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and”;
  - (c) after subsection 601GAA(9) as notionally inserted into Chapter 5C by ASIC Class Order [CO 05/26], insert:
    - “(9A) The responsible entity may set the issue price of interests in the scheme that are components of stapled securities where all of the following apply:
      - (a) the constitution makes provision for the issue price of stapled securities;
      - (b) the constitution provides that the responsible entity may allocate a proportion of the issue price of the stapled securities to the interests;
      - (c) the stapled securities are issued at a price, or in accordance with a formula or method that is to be used to calculate the issue price of the stapled securities, which is set out in the scheme constitution;
      - (d) the responsible entity allocates a proportion of the issue price of the stapled securities to the interests in accordance with the constitution.”;

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(d) section 601LC were modified or varied by inserting after notional subsection 208(2) of the Act as included in that section:

“(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if:

(a) the benefit either:

(i) is given out of the scheme property of a registered scheme;  
or

(ii) could endanger the scheme property; and

(b) all of the interests in the scheme and all of the interests in another scheme (the *stapled scheme*), are component parts of stapled securities; and

(c) the benefit is given by:

(i) the responsible entity; or

(ii) an entity that the responsible entity controls; or

(iii) an agent of, or person engaged by, the responsible entity; and

(d) the benefit is given to:

(i) a wholly owned entity of the scheme; or

(ii) the stapled scheme or a wholly owned entity of the stapled scheme; or

(iii) an entity in which every interest is jointly held by the scheme or the stapled scheme.

(2B) For the purposes of this section:

(a) An entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and

(b) A reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”; and

(e) after section 601PC, insert:

“601PD for the purposes of sections 601FC, 601FD and 601LC:

*stapled security* means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms on which each of the products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately.”.

2. Under paragraph 1020F(1)(a) of the Act, ASIC exempts the person referred to in Schedule C in the case set out in Schedule D from subsection 1016A(2) of the Act.

#### **Schedule A**

ING Management Limited ACN 006 065 032 (“ING”) as the responsible entity of ING Real Estate Community Living Fund ARSN 107 459 576 (“Fund 1”) and ING Real Estate Community Living Management Trust ARSN 122 928 410 (“Fund 2”).

#### **Schedule B**

Where, under the terms on which an interest in Fund 1 and an interest in Fund 2 are to be traded, they must be transferred together.

#### **Schedule C**

ING as the responsible entity of Fund 2.

#### **Schedule D**

The issue of interests in Fund 2 to members of Fund 1, where:

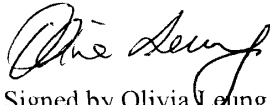
- (a) On 31 October 2005, members of Fund 1 approved, by special resolution, the amendment of the constitution of Fund 1 to allow ING as the responsible entity of Fund 2 to issue interests in Fund 2 to members of Fund 1, and for Fund 1 and Fund 2 to be quoted on the financial market operated by ASX Limited ACN 008 624 691 and where, under the terms on which an interest in Fund 1 and an interest in Fund 2 are to be traded on that financial market, they must be transferred together; and
- (b) At or before the offer or issue of interests in Fund 2, members of Fund 1 are given a Product Disclosure Statement, a copy of which is lodged with ASIC on or about 20 December 2006 and discloses the matters in paragraph (a) of this Schedule, by

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sending the Product Disclosure Statement to the address of the member shown in the register of Fund 1.

Dated this 19<sup>th</sup> day of December 2006



Signed by Olivia Leung  
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 741(1) – Declaration**

Under paragraph 741(1)(b) of the *Corporations Act 2001* (Act), the Australian Securities and Investments Commission (ASIC) declares that Chapter 6D applies to the persons specified in Schedule A in the case specified in Schedule B as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting:

- "(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:
- (a) without disclosure to investors under this Part; and
  - (b) with the purpose of the person to whom they were issued:
    - (i) selling or transferring them; or
    - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 or 708A does not say otherwise.

- (4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."

**Schedule A**

A shareholder who makes an offer of ordinary shares (**Shares**) in CSL Limited (ACN 051 588 348) (**CSL**) for sale of the kind and in the circumstances referred to in Schedule B.

**Schedule B**

This declaration only applies to an offer for the sale of Shares which were issued by reason of the exercise of options issued or granted, or the issue of shares, without disclosure to investors under Part 6D.2, where CSL would have been able to rely on ASIC Class Order [03/184] and ASIC Superseded Class Orders [02/264], [00/220] or [94/1289] in relation to the offer of the options or shares for issue, but for the fact that it did not comply with:

- a) Condition 1(a) of CO 03/184 to the extent that the offer document did not contain the information referred to in paragraph 5 of CO 03/184;

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- b) Condition 1(a) of CO 03/184 to the extent that the offer document did not contain the undertaking and information referred to in subparagraph 15(d) of the Interpretation section;
- c) Condition 1(c) of CO 03/184;
- d) Condition 1 of Schedule D of SCO 02/264;
- e) Requirement 4(d)(i) of Schedule C of SCO 00/220;
- f) Condition 1 of Schedule D of SCO 00/220;
- g) Requirement 4(c)(iv) of SCO 94/1289; or
- h) Condition 5(a) of SCO 94/1289.

Dated this 22nd day of December 2006



Signed by Philippa Flook

as a delegate of the Australian Securities and Investments Commission

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**Australian Securities & Investments Commission  
Corporations Act 2001 – Paragraph 601QA(1)(b) Declaration**

1. Under paragraph 601QA(1)(b) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 5C of the Act applies to the persons specified in Schedule A in relation to the matter specified in Schedule B as if section 601LE is modified or varied by inserting the following words after "section 253E":

"unless the only unitholders are unitholders who are prevented from voting pursuant to section 253E, in which case the resolution must be approved by a unanimous resolution of all unitholders"

2. Under paragraph 601QA(1)(b) of the Act, ASIC declares that Chapter 5C of the Act applies to the persons specified in Schedule A in relation to the matter specified in Schedule B by inserting a new section 601LF into the Act as follows:

**"Section 601LF      Modification of section 221**

**601LF** Chapter 2E applies as if:

- (1) subsection 221(d) were amended by replacing "; and" with ";;";
- (2) subsection 221(e) were amended by replacing "." at the end of the paragraph with "; and";
- (3) a new subsection 221(f) were inserted into the Act as follows:

"will, notwithstanding any other provision of the Act, be deemed to have been given with sufficient notice provided members are given the notice at least three days prior to the meeting to consider the resolution." "

3. Under paragraph 601QA(1)(b) of the Act, ASIC declares that Chapter 5C of the Act applies to the persons specified in Schedule A in relation to the matter specified in Schedule B by inserting a new section 601LG into the Act as follows:

**"Section 601LG      Modification of section 218**

If section 601LE of the Act applies to require a unanimous resolution of unitholders, then section 218 of the Act does not apply to the proposed resolution."

**Schedule A**

SAITeysMcMahon Property Limited ACN 006 387 435 being the responsible entity of 233 Castlereagh Street Trust ARSN 120 834 979 and 35 Clarence Street Trust ARSN 120 835 109 and the members of 233 Castlereagh Street Trust ARSN 120 834 979 and 35 Clarence Street Trust ARSN 120 835 109.

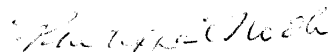


06 / 1141

**Schedule B**

A resolution of members of a managed investment scheme to approve a financial benefit given to a related party by way of cross-guarantee as security for finance, where all the members are not entitled to vote only because of section 253E of the Act.

Dated this 22<sup>nd</sup> day of December 2006



Signed by Philippa Flook

as a delegate of the Australian Securities and Investments Commission

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06/1142



## Australian Market Licence (Stock Exchange of Newcastle Limited) Variation Notice 2006 (No. 1)

*Corporations Act 2001*

I, CHRIS PEARCE, Parliamentary Secretary to the Treasurer, make this Notice under section 797A of the *Corporations Act 2001*.

Dated 18TH DECEMBER 2006

Parliamentary Secretary to the Treasurer

A handwritten signature in black ink, appearing to read 'Chris Pearce', written over a horizontal line.

**1 Name of Notice**

This Notice is the *Australian Market Licence (Stock Exchange of Newcastle Limited) Variation Notice 2006 (No. 1)*.

**2 Commencement**

This Notice commences on 20 December 2006.

**3 Variation of Australian Market Licence (Stock Exchange of Newcastle Limited) 2002**

Schedule 1 varies the *Australian Market Licence (Stock Exchange of Newcastle Limited) 2002* as varied by the *Australian Market Licence (Stock Exchange of Newcastle Limited) Variation Notice 2004 (No. 1)*.

06/1142

Schedule 1 Variations

**Schedule 1 Variations**

(section 3)

**[1] Section 4***omit everything after  
stock market**insert*

that:

- (a) immediately before the commencement of the *Australian Market Licence (Stock Exchange of Newcastle Limited) Variation Notice 2006 (No. 1)*, was operated by Stock Exchange of Newcastle Limited; and
- (b) immediately before the FSR commencement, was known as the Newcastle Stock Exchange and was operated by Stock Exchange of Newcastle Limited.

**[2] Further variations**

<i>Provision</i>	<i>omit each mention of</i>	<i>insert</i>
Section 1	<i>(Stock Exchange of Newcastle Limited)</i>	<i>(National Stock Exchange of Australia Limited)</i>
Section 4	to Stock Exchange of Newcastle Limited	to National Stock Exchange of Australia Limited
Section 6 and subsection 7 (1)	Stock Exchange of Newcastle Limited	National Stock Exchange of Australia Limited

2

*Australian Market Licence (Stock Exchange of Newcastle Limited)  
Variation Notice 2006 (No. 1)*



06/1143

**ASIC**

Australian Securities & Investments Commission

**Australian Securities & Investments Commission  
Corporations Act 2001 Section 915B**

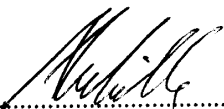
**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** Southeastern Capital Ltd, ABN 098 736 086 ("the Licensee")  
662 Chapel Street, South Yarra Vic 3142

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 225384 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22 December 2006.

Signed

  
.....

Allan Melville, a delegate of the Australian Securities and Investments Commission

06 / 1144

**Australian Securities & Investments Commission Corporations Act 2001 -  
Subsection 741(1) - Exemption**

Under paragraph 741(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission exempts the person specified in Schedule A from Parts 6D.2 and 6D.3 (except section 736) of the Act in the case specified in Schedule B.

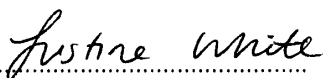
**Schedule A**

Alchemia Limited ACN 071 666 334 (*Alchemia*)

**Schedule B**

An offer by Alchemia to issue options for the issue of shares in Alchemia to all persons who hold options for the issue of shares in Meditech Research Limited ACN 058 390 953 made within five weeks of the date of this instrument in compliance with Division 3 of Part 6A.1 of the Act (other than paragraph 663B(2)(a)).

Dated this 21<sup>st</sup> day of December 2006.



.....  
Signed by Justine White

as a delegate of the Australian Securities and Investment Commission

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06/1145



## Australian Market Licence (EBS Service Company Limited) Variation Notice 2006 (No. 1)

*Corporations Act 2001*

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I, CHRIS PEARCE, Parliamentary Secretary to the Treasurer, make this Notice under paragraph 796A (2) (b) of the *Corporations Act 2001*.

Dated *21st DECEMBER* 2006

A handwritten signature in black ink, appearing to read 'Chris Pearce'.

Parliamentary Secretary to the Treasurer

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**1 Name of Notice**

This Notice is the *Australian Market Licence (EBS Service Company Limited) Variation Notice 2006 (No. 1)*.

**2 Commencement**

This Notice commences when it is made.

**3 Variation of Australian Market Licence (EBS Service Company Limited) 2005**

Schedule 1 varies the *Australian Market Licence (EBS Service Company Limited) 2005*.

06/1145

Schedule 1 Variations

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**Schedule 1 Variations**  
(section 3)

- [1] **Subparagraph 5 (b) (ii)**  
*omit*  
gold or silver  
*insert*  
gold, silver, platinum or palladium
- [2] **Paragraph 8 (2) (c)**  
*omit each occurrence of*  
gold or silver  
*insert*  
gold, silver, platinum or palladium



06/1146

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission  
Corporations Act 2001 Section 915B**

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** Mentor Wealth Pty Ltd, ACN 104 228 908 ("the Licensee") Level 2 470  
St Kilda Road MELBOURNE VIC 3004

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 229198 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22<sup>nd</sup> December 2006

Signed ..... 

Allan Melville, a delegate of the Australian Securities and Investments Commission



06 / 1147

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 741(1)(b) - Declaration**

Under paragraph 741(1)(b) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D applies to the persons referred to in Schedule A in the case set out in Schedule B as if section 708A were modified or varied by deleting the words "and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued" in subparagraph 708A(1)(b)(ii).

**Schedule A**

Any person who offers ordinary fully paid shares in NFL for sale.

**Schedule B**

An offer of ordinary fully paid shares in NFL for sale within 12 months after their issue where those shares were issued:

- (a) by reason of the conversion of convertible notes issued by NFL on or about 3 August 2006; and
- (b) no later than 5 business days after the Close Date and immediately before the issue of any ordinary fully paid shares in NFL pursuant to the Prospectus.

**Interpretation**

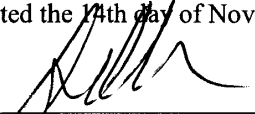
In this instrument:

"Close Date" means the date that offers for issue under the Prospectus close.

"NFL" means Natural Fuel Limited ACN 106 760 418.

"Prospectus" means a prospectus for an offer of ordinary fully paid shares in NFL for issue to be lodged with ASIC on or about 16 November 2006.

Dated the 14th day of November 2006

  
Signed by Salvatore Pillera

as a delegate of the Australian Securities and Investments Commission

0 6 / 1 1 4 8

**Australian Securities and Investments Commission****Corporations Act 2001 – Paragraph 741(1)(b) – Declaration**

Under paragraph 741(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Act applies to the:

1. person specified in Schedule A as if subparagraph (b)(iii) of the definition of "continuously quoted securities" in section 9 of the Act as notionally modified by ASIC Class Order [CO 01/1455] were further modified by after "340" inserting "(other than the order dated 22 December 2006 relating to a change of financial year)"; and
2. persons specified in Schedule B as if paragraph 708A(5)(d) of the Act as notionally modified or varied by ASIC Class Order [CO 04/672] were further modified or varied by after "340" inserting "(other than the order dated 22 December 2006 relating to a change of financial year)".

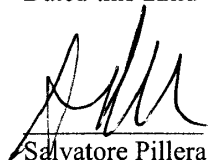
**Schedule A**

Intrepid Mines Limited ACN 060 156 452 ("Intrepid")

**Schedule B**

Shareholders of Intrepid

Dated this 22nd day of December 2006



Salvatore Pillera

as a delegate of the Australian Securities and Investments Commission

06 / 1149

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 992B(1)(a) – Exemption**

Under paragraph 992B(1)(a) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) exempts Ascalon Capital Managers Limited ACN 093 660 523 (*Ascalon*) from subsection 989B(3) of the Act for the financial year ending 30 September 2006 on the condition set out in the Schedule.

**Schedule A**

The auditor's report lodged with ASIC under subsection 989B(3) of the Act for the financial year ending 30 September 2007 must also contain the information and matters required by the regulations under subsection 989B(3) of the Act, for the period 27 to 30 September 2006.

Dated this 22<sup>nd</sup> day of December 2006



Signed by Amney Alayan  
as delegate of the Australian Securities and Investments Commission

06 / 1150

**Australian Securities and Investments Commission  
Corporations Act 2001 - Subsection 741(1) - Declaration**

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if:

1. the text of paragraph 723(3)(b) of the Act was omitted and the following substituted:  
"the securities are not admitted to quotation within 3 months after the later of:  
(i) the date of the disclosure document; and  
(ii) the date of the latest supplementary disclosure document which discloses that the securities are not admitted to quotation;"
2. paragraph 724(1)(a) of the Act was modified or varied by omitting the words "and that condition is not satisfied within 4 months after the date of the disclosure document" and substituting the words:  
"and that condition is not satisfied within 4 months after the later of:  
(iii) the date of the disclosure document; or  
(iv) the date of any supplementary disclosure document which discloses that the securities are not admitted to quotation"; and
3. the text of subparagraph 724(1)(b)(ii) was omitted and the following substituted:  
"(ii) the securities are not admitted to quotation within 3 months after:  
(A) the date of the disclosure document; or  
(B) the date of any supplementary disclosure document which discloses that the securities are not admitted to quotation;"

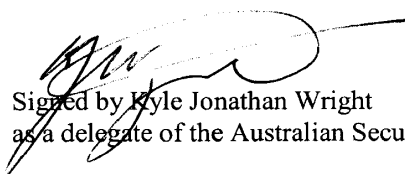
**SCHEDULE A**

Empowernet International Limited ACN 113 538 533 ("Issuer") and any person acting on its behalf.

**SCHEDULE B**

An offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 6 October 2006

Dated this 21st day of December 2006.

  
Signed by Kyle Jonathan Wright  
as a delegate of the Australian Securities and Investments Commission

06/1151

**NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001**

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities & Investments Commission has made an order in the terms set out below, which order took effect on the date on which it was served on the person to whom it relates, being 4 December 2006.

**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION**

**To:** Glen Leslie Van Ooran  
51B Pembroke Street,  
BICTON, Western Australia

**CANCELLATION OF BANNING ORDER  
UNDER SECTION 920D OF THE CORPORATIONS ACT 2001**

Following an application dated 9 October 2006 made by **GLEN VAN OORAN** under s920D of the Corporations Act 2001 the Australian Securities & Investments Commission **CANCELS** the **ORDER** made on 3 September 2003 that prohibited Mr Van Ooran from doing an act as a representative of a dealer or an investment adviser.

Dated this 28<sup>th</sup> day of November 2006.

Signed:.....

RENATO SBURLATI  
Delegate of the  
Australian Securities & Investments Commission.

0 6 / 0 8 0 2

**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 669(1) - Declaration**

Pursuant to paragraph 669(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6A of the Act applies to MFS Limited ACN 107 863 436 ("MFS") in the case specified in Schedule A as if:

1. subsection 663A(1) were modified or varied by omitting the second sentence of that subsection and replacing it with the following:

"This section does not apply to securities if:

- (a) a takeover bid has been made for the convertible securities and a notice has been given under section 661B or 662B in relation to the convertible securities; or
- (b) a notice has been given under section 664C in relation to the convertible securities no later than 8 weeks after the end of the offer period."

2. subsection 663B(2)(a) were modified or varied by omitting "1 month" and replacing it with "8 weeks".

**Schedule A**

Compulsory buy-out offers by MFS for all of the options to acquire, by way of issue, ordinary shares in S8 Limited ACN 097 772 702 under Division 3, Part 6A.1 of the Act.

Dated: 22 December 2006



.....  
Signed by Hock Peng Lee  
as a delegate of the Australian Securities and Investments Commission

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**ASIC**

Australian Securities &amp; Investments Commission

**Australian Securities and Investments Commission**  
**Corporations Act 2001 — Paragraphs 741(1)(a), 911A(2)(l), 992B(1)(b) and**  
**1020F(1)(a) — Variation and Exemption**

**Variation**

1. Under paragraphs 741(1)(a), 911A(2)(l), 992B(1)(b) and 1020F(1)(a) of the *Corporations Act 2001* ("Act"), the Australian Securities and Investments Commission ("ASIC") varies ASIC Instrument [06/0272] by:

- (a) in the first heading, omitting "601QA(1)(a),";
- (b) under the heading First Exemption:
  - (i) in paragraph 1 after sub-sub paragraph (iii) inserting "(iv) transfers a financial product under an eligible offer,";
  - (ii) in paragraph 2 in sub-sub paragraph (i) after "Previous Offer;" deleting "or";
  - (iii) in paragraph 2 in sub-sub paragraph (ii) after "Previous Offer;" deleting "," and inserting ",";
  - (iv) in paragraph 2 after sub-subparagraph (ii) inserting "(iii) transfers a financial product under an eligible offer,";
- (c) under the heading Schedule A:
  - (i) in paragraph 4 after "issue" inserting "or transfer";
  - (ii) in paragraph 4 in subparagraph (a) after "issued" inserting "or transferred";
  - (iii) in paragraph 4 in subparagraph (b) after "issued" inserting "or transferred";
  - (iv) in paragraph 4 in the first line after subparagraph (b) after "issued" inserting "or transferred";
  - (v) in paragraph 5, after "issue" inserting "or transfer";

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**ASIC**

Australian Securities &amp; Investments Commission

- (d) under the heading Schedule B in paragraph 2, after "issue" inserting "or transfer";
- (e) under the heading "Interpretation":
  - (i) in the definition of "contribution plan", after "issue" inserting ", transfer";
  - (ii) in the definition of "eligible offer", after " issue or" omitting "sale" and inserting "transfer";
  - (iii) in the definition of "Previous Offer", after "issue or" omitting "sale" and inserting "transfer".

**First exemption: disclosure relief**

2. Under paragraphs 741(1)(a) and 1020F(1)(a) of the Act, ASIC exempts the following persons:

- (a) the issuer;
- (b) any associated body corporate of the issuer;
- (c) the Trustee; and
- (d) any related bodies corporate of the Trustee,

from Parts 6D.2, 6D.3 (except section 736) and 7.9 of the Act where the person:

- (i) arranges for the issue of financial products under an eligible offer;
- (ii) issues a financial product under an eligible offer; or
- (iii) transfers a financial product under an eligible offer;

that does not involve a contribution plan, on the conditions set out in Schedule A.

**Second exemption: licensing relief**

3. Under paragraph 911A(2)(l) of the Act, ASIC exempts:



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**ASIC**

Australian Securities &amp; Investments Commission

- (a) the issuer who is exempt from Part 6D.2 or Part 7.9 of the Act because of the First Exemption;
- (b) any associated body corporate of the issuer;
- (c) the Trustee;
- (d) any related bodies corporate of the Trustee,

from the requirement to hold an Australian financial services licence for the provision of the following financial services:

- (e) the provision of a custodial or depository service in connection with an eligible offer covered by the First Exemption where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
- (f) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (e) of this instrument; and
- (g) dealing in a financial product in connection with an eligible offer covered by the First Exemption.

#### **Schedule A**

The following conditions apply:

1. the issuer must keep at its registered office in this jurisdiction or in The Netherlands or in any other jurisdiction and make available to ASIC, upon request, a register of Participants and enter in the register:
  - (a) the identity of each Participant;
  - (b) the extent of the holding of each Participant;
  - (c) the date at which the name of each Participant was entered in the register; and
  - (d) the date at which any Participant's participation ceased; and
2. in the case where an eligible offer may involve the issue or transfer of shares through a trust being shares which are represented by BDRs:

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**ASIC**

Australian Securities &amp; Investments Commission

- (a) the Trustee must hold the shares on trust for each person (a "beneficiary") who acquires BDRs under an eligible offer; and
- (b) the Trustee must cause proper written financial records to be maintained in respect of the activities of the trust and cause those records to be audited annually; and
- (c) the Trustee must keep a register of each share to which BDRs acquired under an eligible offer relates at its registered office in The Netherlands; and
- (d) the Trustee must not levy any fees or charges for operating and administering the trust, either payable directly by the beneficiaries or out of the assets of the trust, except as provided in Article 10 of the Trust Conditions; and
- (e) the issuer must ensure that the Trust Deed contains covenants binding the Trustee and its agents, if any, to the effect that a beneficiary possesses substantially the same rights in respect of the shares to which the BDRs acquired by a beneficiary under an eligible offer relate as if they were the legal owner of the shares, including the right to:
  - (i) direct the Trustee how the voting rights attaching to the shares shall be exercised, either generally or in any particular case; and
  - (ii) receive the income deriving from the shares, including dividends declared by the issuer in respect of those shares.

Note: where a document must be provided in writing it may be provided by electronic means. See s5C of the Act and s25 of the *Acts Interpretation Act 1901 [Cth]*.

### **Interpretation**

In this instrument:

1. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
2. "Agreement" means the terms and conditions of any grant of options and/or award of performance shares under the Current Plan substantially in the form

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**ASIC**

Australian Securities &amp; Investments Commission

provided to ASIC on the issuer's behalf in the letter from Clayton Utz dated 3 August 2006 in relation to 'ING Groep NV Application for relief pursuant to the Corporations Act 2001';

3. "approved foreign market" means:
    - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
      - (i) unless otherwise expressly stated, if any such market involves more than one board, only the main board is an approved foreign market; and
      - (ii) such a market is not to be taken not to be an approved foreign market at a particular time only because it was known by another name at that time; or
    - (b) NASDAQ National Market;
  4. "associated body corporate" of an issuer means:
    - (a) a body corporate that is a related body corporate of the issuer; or
    - (b) a body corporate that has voting power in the issuer of not less than 20%; or
    - (c) a body corporate in which the issuer has voting power of not less than 20%;
  5. "BDRs" means bearer depository receipts issued in respect of the fully paid ordinary shares in the capital of the issuer as described in the Previous Rules or Current Rules;
  6. "contribution plan" means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares being shares which are represented by BDRs offered for issue, transfer or sale under the Current Plan or Previous Plan where the terms and conditions of the contribution plan include terms and conditions to the effect that:
-

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**ASIC**

Australian Securities &amp; Investments Commission

- (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application that is used in respect of the offer, or on a form that is included in or accompanies the offer document;
  - (b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
  - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
7. "Current Offer" means an offer for issue or transfer of:
- (a) fully-paid shares in the issuer being shares which are represented by BDRs which at the time of the offer have been quoted on an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period;
  - (b) options for the issue or transfer of shares referred in paragraph (a) where each of the options is offered for no more than nominal consideration; or
  - (c) units of shares referred to in paragraph (a),
- made under the Current Plan on or around 25 February 2004 and 9 August 2004;
8. "Current Plan" means the ING Group Long Term Equity Ownership Plan as governed by the Current Rules, the Trust Deed and the Agreement on the terms enclosed with the letter from Clayton Utz to ASIC on the issuer's behalf dated 3 August 2006 in relation to 'ING Groep NV - Application for relief pursuant to the Corporations Act 2001';
9. "Current Rules" means the rules of the Current Plan in the form provided to ASIC on the issuer's behalf with the letter from Clayton Utz dated 3 August 2006 in relation to 'ING Groep NV Application for relief pursuant to the Corporations Act 2001';
-

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**ASIC**

Australian Securities &amp; Investments Commission

10. "eligible employee" means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or an associated body corporate of the issuer;
11. "eligible offer" means an offer being either or both of a Current Offer or Previous Offer (as applicable in the context);
12. "issuer" means ING Groep N.V., a public limited liability company registered in The Netherlands;
13. "nominal consideration" means consideration of not more than 1 cent per option;
14. "offer" has a meaning affected by sections 700, 702 and 1010C of the Act;
15. "offer document" means a document setting out an eligible offer that:
  - (a) includes or is accompanied by a copy, or a summary, of the Current Rules or Previous Rules under which the offer is made; and
  - (b) if a summary (rather than a copy) of the Current Rules or Previous Rules is given — includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire the financial products offered or exercise options acquired under the Current Plan or Previous Plan, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Current Rules or Previous Rules;
16. "Participant" means an eligible employee:
  - (a) to whom an eligible offer was made;
  - (b) who has accepted such an offer; and
  - (c) who resides in and is a resident of Australia,but excludes those whose participation has ceased prior to the date of this instrument;
17. "Previous Offer" means an offer for issue or transfer of:

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**ASIC**

Australian Securities &amp; Investments Commission

- (a) fully-paid shares in the issuer being shares which are represented by BDRs which at the time of the offer have been quoted on an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period;
- (b) options for the issue or transfer of shares referred in paragraph (a) where each of the options is offered for no more than nominal consideration; or
- (c) units of shares referred to in paragraph (a),

made under the Previous Plan approximately 1 or 2 months after each of 1 April 1999, 3 April 2000, 15 March 2001, 11 March 2002 or 3 March 2003 where any offer to a person in Australia under that Plan extended only to eligible employees of the issuer;

- 18. "Previous Plan" means the ING Group Standard Share Option Plan as governed by the Previous Rules on the terms enclosed with the letter from Clayton Utz to ASIC on the issuer's behalf dated 3 August 2006 in relation to 'ING Groep NV - Application for relief pursuant to the Corporations Act 2001';
  - 19. "Previous Rules" means the rules of the Previous Plan in the form provided to ASIC on the issuer's behalf with the letter from Clayton Utz dated 3 August 2006 in relation to 'ING Groep NV Application for relief pursuant to the Corporations Act 2001';
  - 20. "Trustee" means Stichting ING Aandelen, a foundation with its registered office in The Netherlands;
  - 21. "Trust Conditions" means the Trust Conditions of the Trustee dated 25 April 2005 in the form provided to ASIC on the issuer's behalf with the letter from Clayton Utz dated 21 March 2006 in relation to 'ING Groep NV Application for relief pursuant to the Corporations Act 2001';
  - 22. "Trust Deed" means the constituent documents of the Trustee, being the Trust Conditions and the Constitution of the Trustee dated 23 June 2003, in the form provided to ASIC on the issuer's behalf with the letter from Clayton Utz dated 21 March 2006 in relation to 'ING Groep NV Application for relief pursuant to the Corporations Act 2001'; and
  - 23. "unit" in relation to a share means a legal or equitable right or interest in the share.
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**ASIC**

Australian Securities & Investments Commission

**Commencement**

This instrument takes effect on gazettal.

Dated this 2<sup>nd</sup> day of January 2007.

A handwritten signature in black ink, appearing to read 'Peter Knight'.

Signed by Peter Knight  
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 911A(2)(l) - Exemption**

Under paragraph 911A(2)(i) of the Corporations Act 2001 ("the Act"), the Australian Securities and Investments Commission ("ASIC") exempts the person in Schedule A in the case referred to in Schedule B on the conditions set out in Schedule C from the requirement to hold an Australian financial services licence for the provision of the following financial services:

1. general advice reasonably given in connection with an eligible offer (including any advice given in an offer document) where the offer document for the eligible offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
2. making a market for shares in connection with an eligible offer;
3. the provision of a custodial or depository service in connection with an eligible offer where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties;
4. dealing in shares in connection with an eligible offer where any acquisition by purchase issue or disposal of the shares (by the issuer or an associate) occurs either:
  - (i) through a person who holds an Australian financial services license authorising the holder to deal in shares; or
  - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in shares in the relevant place.

**Schedule A**

Spencer Stuart Management Consultants, N.V. ("the Offeror"), a Netherlands Antilles corporation.

**Schedule B**

1. Makes an eligible offer;
  2. Offers to arrange for the purchase sale or issue of shares under an eligible offer;  
or
  3. Purchases, sells or issues a share under an eligible offer.
-



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**Schedule C**

1. An offer document accompanies the offer.
  2. The issuer must provide (or, in the case of an issuer which does not have a registered office in this jurisdiction cause an associated body corporate which does so have a registered office to provide) ASIC with a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than seven days after the first provision of that material to an employee.
  3. The issuer must comply (or, in the case of an issuer which does not have a registered office in this jurisdiction, cause an associated body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument.
  4. The only persons to whom an eligible offer is made under the offer document are eligible employees.
  5. The offer document includes a statement that the Offeror does not hold an Australian financial services licence.
  6. The number of eligible employees in Australia who acquire or sell shares in the Offeror pursuant to an eligible offer in or accompanied by the offer document does not exceed 20.
  7. In the case where the employee share scheme may involve the issue of shares (including as a result of the exercise of an option or as a component of stapled securities) — the issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
    - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
    - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer;but disregarding any offer made, or option acquired or share issued by way of or as a result of:
    - (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
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- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
- (e) an offer that did not need disclosure to investors because of section 708; or
- (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
- (g) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

### Interpretation

In this instrument:

"eligible employee" means a person who is, at the time of the eligible offer, a full or part-time employee or director of Esaress Australia Pty Ltd ACN 000 824 313.

"eligible offer " means an offer by the Offeror to an eligible employee to acquire shares in the Offeror or to sell shares in the Offeror, on the terms and conditions and price set out in the offer document prepared for the purpose of an employee share scheme to be conducted by the Offeror in January 2007.

"offer document" means a document setting out an offer under an employee share scheme that:

- (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
- (b) if a summary (rather than a copy) of the rules of the scheme is given —

includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire or sell the financial products offered, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and

- (c) specifies in respect of the shares:
  - (i) the acquisition or sale price in Australian dollars;

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- (ii) where the acquisition or sale price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
  - (iii) where the acquisition price or sale is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the employee requesting, make available to the employee, where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) includes an undertaking, that if an eligible employee requests a loan or financial assistance for the purpose of acquiring shares in the issuer, the issuer will disclose the conditions, obligations and risks associated with any such loan or financial assistance offered by the issuer or any associated body corporate of it for the purpose of acquiring financial products under the scheme.

"general advice" has the meaning given by section 766B

Dated 2<sup>nd</sup> January 2007

Signed by



—Premjeet Singh Gill

a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsection 713(6) — Determination**


Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 30 April 2007.

**SCHEDULE**

Ritract Limited ACN 106 353 253

Dated: 2 January 2007

Signed:



.....  
Casandra Francas, as a Delegate of the  
Australian Securities and Investments Commission

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**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 741(1) – Declaration**

Pursuant to paragraph 741(1)(b) of the Corporations Act 2001 (*Act*) the Australian Securities and Investments Commission (*ASIC*) hereby declares that Chapter 6D of the Act applies to the person specified in Schedule A in the case specified in Schedule B as if paragraph 723(3)(a) was modified or varied by replacing "7" with "16".

**Schedule A**

Perseus Mining Limited ACN 106 808 986 (*Issuer*) and any person acting on its behalf.

**Schedule B**

Offers to issue securities in the Issuer pursuant to a prospectus dated 5 December 2006, as supplemented by a supplementary prospectus which relates to subparagraph 724(1)(b)(i) of the Act to be lodged with ASIC on or about 8 January 2007.

Dated: 05 January 2007.



Signed by Hock Peng Lee  
as a delegate of the Australian Securities and Investments Commission



ASIC 07/0005

Australian Securities &amp; Investments Commission

**Australian Securities and Investments Commission**  
**Corporations Act 2001 — Paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(b) and**  
**1020F(1)(a) — Exemption**

1. Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) exempts the person referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B.
2. Under paragraphs 911A(2)(l) and 1020F(1)(a) of the Act, ASIC exempts the person referred to in Schedule A in the case referred to in Schedule B from:
  - (a) section 1017F of the Act; and
  - (b) the requirement to hold an Australian financial services licence for the provision of financial services by that person in relation to dealing in interests in a managed investment scheme of the kind and offered on the basis referred to in Schedule B.
3. Under paragraph 992B(1)(b) of the Act ASIC exempts an interest in the managed investment scheme referred to in Schedule B from section 992A of the Act:
  - (a) where the interest is being offered by the person referred to in Schedule A — in the case referred to in Schedule B; and
  - (b) where the interest is being offered for sale (other than by a person referred to in Schedule A) — in the case where paragraphs (d), (e) and (l) of Schedule B appear to be complied with.

**SCHEDULE A – WHO IS EXEMPT**

Earlturn Pty Ltd ACN 091 166 817 (*promoter and operator*)

**SCHEDULE B – SCHEME EXEMPTED**

Operating the managed investment scheme (*scheme*) described in the letter of Williams Graham Carman dated 28 July 2006 to ASIC in relation to the promoter and operator and its development of the complex known as "Southern Cross Atrium Apartments" located at 3 – 11 Water Street, Cairns, Queensland (Lots 1 to 33 SP

158395, Lots 34 to 65 on SP 165892 and Lots 66 to 98 on SP 173564) which involves an owner (*investor*) of real property (*strata unit*), in relation to which on 1 March 2000 there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme, where all of the following apply:

- (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
- (b) each investor and the promoter and operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
  - (i) by a person other than the promoter and operator or an associate of the promoter and operator ; and
  - (ii) under an agreement that the promoter and operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (d) the promoter and operator is licensed in relation to the conduct of the letting services under the law of a State or Territory;
- (d) the promoter and operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution is held on trust by the promoter and operator for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- (e) if an FFE Fund has been established for an investor, the promoter and operator must ensure that:
  - (i) the money comprising the FFE Fund is held on trust for the investor in a trust account and subject to audit as to whether the money has been dealt with in accordance with the terms of the trust by a registered company auditor at least annually; and
  - (ii) the balance of the FFE Fund is promptly returned to the investor at the termination of the scheme or upon the investor's withdrawal from the scheme, whichever occurs first;
- (g) no payment is liable to be made by an investor to participate in the scheme other than:
  - (i) payment of money to buy the strata unit;

- (ii) one or more payments of the investor's reasonable proportion of the promoter and operator's fees and expenses with respect to the management of the scheme where in any 3 month period the total of such payments relates to a period of no more than 3 months and where:
  - (A) that total is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the promoter and operator during the period to which the payments relate; and
  - (B) where an FFE Fund has been established for the investor — no payment or part thereof is used for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit in relation to the period to which the payment relates unless all money in the FFE Fund has first been expended; and
- (iii) where an FFE Fund has been established for the investor — one or more payments into the Fund where:
  - (A) each payment is by way of a deduction from rental income of the scheme that would otherwise be paid to the investor in relation to a period and does not exceed 3% of the gross rent attributable to the investor for the period; and
  - (B) the balance of the Fund at all times does not exceed \$5,000 for each strata unit made available by the investor for use as part of the scheme;
- (h) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme;
- (i) each investor who is a member of the scheme has been given a Product Disclosure Statement;
- (j) each investor who is a member of the scheme prior to the date of this instrument has, on or before 17 January 2007, been given:
  - (i) notice in writing that they may immediately withdraw from participation in the scheme in their discretion and without penalty, by giving the promoter and operator notice in writing;
  - (ii) notice in writing that they may, in their discretion, continue to utilise the services of the promoter and operator by entering into a new written agreement for making their unit available for use as part of the scheme which agreement includes provisions as specified in Schedule C; and
  - (iii) if a Product Disclosure Statement is required to be provided under the Act - a Product Disclosure Statement.



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- (k) the promoter and operator has provided ASIC the notices and Product Disclosure Statement referred to in subparagraphs (j)(i) and (j)(ii) before they are sent to members; and
- (l) as from 17 January 2007 the serviced apartment or unit complex is operated in accordance with a written agreement entered into or to be entered into between the promoter and operator and each investor which agreement includes provisions as specified in Schedule C.

#### **SCHEDULE C — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS**

##### *1. Transfer of management rights*

- (a) If a majority of scheme members advise the promoter and operator in writing that they wish to terminate the promoter and operator's engagement, the promoter and operator must within 9 months transfer the management rights to a person that is chosen by the promoter and operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
- (b) If an promoter and operator fails to complete that transfer within the 9 month period, the promoter and operator must cause the transfer of the management rights to a replacement promoter and operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
- (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.

##### *2. Consent of body corporate to new care-taking arrangements*

- (a) If a promoter and operator receives a notice under paragraph 1(b) of this Schedule, the promoter and operator must advise all body corporate members of the name of the person to whom the transfer is to be made.
- (b) Unless the body corporate has consented to the transfer, a promoter and operator does not have to transfer the management rights to the person named in the notice described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the promoter and operator that the person should not be engaged by the body corporate to perform care-taking functions.

- (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of scheme members may then at any time name a replacement promoter and operator by a written notice, to whom the promoter and operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.
- (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the promoter and operator.

3. *Price payable on transfer*

The price scheme members specify in a notice under paragraph 1(b) of this Schedule must be one of the following:

- (a) the average of 2 valuations of the management rights by independent qualified valuers nominated by the Australian Property Institute (or another relevant independent professional body approved by ASIC); or
- (b) the highest bona fide bid for the management rights (excluding a bid by the promoter and operator or its associates) at an auction of which at least 60 days notice had been given; or
- (c) the highest bona fide amount tendered (excluding any tender by the promoter and operator or its associates) for the management rights following reasonable efforts to market the property for at least 60 days.

4. *Voting*

- (a) In determining if there is a majority of scheme members or body corporate members, the promoter and operator and its associates and any person nominated as a replacement promoter and operator and associates of that person must not be counted.
  - (b) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote.
  - (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
  - (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.
-

5. *Costs*

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- (a) Any member may arrange a valuation or auction of, or may market, the management rights before or after the expiration of the 9 month period referred to in paragraph 1(a) of this Schedule for the purposes of determining a price to be specified in a notice under paragraph 1(b) of this Schedule.
- (b) If a member incurs any reasonable valuation, auction or marketing costs under paragraph 5(a) of this Schedule that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the management rights when the price is paid to the promoter and operator.

6. *Assistance*

The promoter and operator must give reasonable assistance to enable the transferee to operate the resort, hotel, motel or serviced apartment complex including making available information concerning any prospective bookings.

7. *Definitions*

In this Schedule:

***scheme members*** means investors in the scheme excluding the promoter and operator and its associates;

***management rights*** means all real or personal property (including contractual rights) held by the promoter and operator or any of its associates that facilitates the operation of the scheme; and

***transfer*** in relation to management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

**Interpretation**

In this instrument:

***FFE Fund*** means a fund established for an investor consisting of money paid by the investor and any interest accrued on that money, to be used from time to time in accordance with the written agreement referred to in paragraph (1) of Schedule B for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit made available by the investor for use as part of the scheme; and

***offer*** is to be interpreted in accordance with subsection 1010C(2) of the Act.

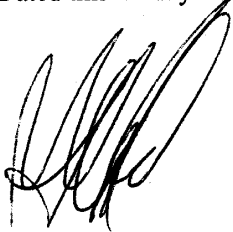
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**Commencement**

This instrument commences on gazettal.

Dated this 4<sup>th</sup> day of January 2007



Signed by Michelle Reid  
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001  
SECTION 601AH(1)& 601AH(2)

Notice is hereby given that the registration of  
the companies mentioned below have been reinstated.

Dated this third day of January 2007

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
A.C.N. 005 116 067 PTY LTD	005 116 067
ACCENT HOLDINGS PTY. LTD.	006 970 458
ACC MAINTENANCE SERVICES PTY LTD	077 895 142
ARBOR COMMUNICATIONS PTY. LTD.	053 751 134
ARNOLD BUILDING CO PTY LTD	104 299 685
ASTRA FLIGHT DECK ENGINEERING PTY LTD	109 005 843
AUSCOM INVESTMENTS PTY LTD	064 981 693
AUSTRALIAN COMBINED FINANCIAL SERVICES PTY. LTD.	088 107 564
AUSTRALIAN PROTECTION GROUP PTY LTD	103 378 070
AUSTRALIASIAN INTERNATIONAL TRADE PTY LTD	099 179 101
B. & J. MEDLEY PTY. LTD.	059 812 645
BCC AUSTRALIA LTD	002 976 490
BETTER LAWNS PTY LTD	002 736 049
BRALAN PTY. LIMITED	064 628 717
BRANDON CALLUM PTY. LTD.	005 904 156
BRICKS & MORTAR SECURITIES PTY LTD	054 587 398
BROWN'S SHOEING PTY LTD	093 060 854
BUILDSEARCH PTY LTD	103 665 943
C.G. CARLTON PROPRIETARY LIMITED	004 255 234
CAFINO PTY LTD	099 812 914
CALSON PTY. LTD.	006 868 275
CHILLFREEZE FOOD TRANSPORT NSW PTY. LIMITED	093 969 969
COONDAMBO PTY LTD	078 729 245
CUDMORE DEVELOPMENTS PTY LTD	008 271 887
D.A.P. SERVICES (KEMPSEY) PTY LIMITED	055 803 542

Name of Company	ACN
DOLPHIN SWIM CENTRE PTY. LIMITED	004 650 926
DOMAIN DRAFTING SERVICES PTY LTD	093 305 376
DONIER PTY LTD	008 777 071
DREAMWEAVERS INTERNATIONAL (VICTORIA) PTY. LTD.	062 902 916
DSB DESIGN AND CONSTRUCTION PTY LIMITED	100 174 614
ECHUCA MOAMA SECURITY PTY. LTD.	109 044 082
GASP CONTRACTING PTY. LTD.	069 543 899
GOLDEN AUSTRALIA IMPORT & EXPORT PTY LTD	002 701 359
GOLDPHOENIX (TRADING) PTY LTD	067 947 915
H.K.G. HOLDINGS PTY LTD	070 214 050
HASIRHNA PTY. LTD.	007 413 587
HASSETT DISTRIBUTORS (N.T.) PTY. LTD.	009 618 464
HATA QUALITY PAINTING PTY LTD	098 389 210
HEIDELBERG UNITED ALEXANDER SOCCER CLUB LIMITED	005 398 041
HURST PLUMBING SERVICES PTY. LIMITED	074 677 026
IAN HAWLEY & COMPANY PTY LTD	075 848 243
INTERCONTINENTAL HOTELS CORPORATION OF AUSTRALIA PROPRIETARY LIMITED	004 475 665
INTERIOR SERVICES PTY LTD	084 358 805
J.P. ENTERPRISES PTY LTD	060 687 961
JACKROSS PTY. LIMITED	069 675 074
JAMES CHRISTOPHER PTY. LTD.	090 806 054
JANNY'S CAKE SHOP PTY LTD	075 211 755
JEVLIN PTY LTD	078 481 339
JMH PETROLEUM AUSTRALIA PTY LTD	104 634 433
JSJ NOMINEES (AUST) PTY LTD	102 549 486
JU JU PTY. LTD.	099 733 712
KYEANNA PTY LTD	096 924 926
M.J. DISTRIBUTORS PTY. LTD.	062 432 704
MALRIE INVESTMENTS PTY. LTD.	061 467 141
MARK ATTARD PTY LTD	104 268 886
MARTIN STONWARE PIPE PROPRIETARY LIMITED	004 122 936
MIDDLETON VINEYARDS PTY LTD	073 529 361
MULGOA PROPERTIES PTY LTD	002 276 995
MW TRANSPORT (AUST) PTY LTD	098 193 652
NASHDALE PTY. LTD.	010 781 950
NEW IMAGE BUILDING SERVICES PTY LTD	093 018 869
OATES HOLDINGS PTY LTD	001 104 258

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Name of Company	ACN
OMNIUM CORPORATE PTY LTD	007 715 620
P.O.W. INTERNATIONAL PTY. LTD.	005 287 285
PARRY-FIELDER NOMINEES PTY. LTD.	005 597 286
P B SPORTS NUTRITION PTY LIMITED	092 653 711
PORTANOVA TAVERN PTY. LTD.	057 125 747
QRS INVESTMENTS PTY LIMITED	062 652 439
ROLLACK PTY. LTD.	062 224 720
SANTAROSS PTY LTD	096 478 563
STILINOX SALES PTY LTD	082 743 315
SUNDAZE AUSTRALIA PTY. LIMITED	006 729 451
TANDEM HALL PTY. LTD.	006 965 322
TASN PTY. LTD.	077 591 283
TECHTRONIX PTY LIMITED	073 199 612
TENNYSON PARK PTY. LTD.	006 942 730
THE MODERN PRINTING COMPANY PROPRIETARY LIMITED	004 054 504
THIRTEENTH THUNDERSTORM PTY. LTD.	005 745 568
UPBEAT ENTERPRISES PTY. LTD.	089 970 285
VARAVENA PTY. LIMITED	069 342 356
VULKANSTEIN PTY LTD	105 288 846
XPEDIOR (AUSTRALIA) PTY LTD	082 381 388
YUMAMING PTY. LTD.	005 861 512
2 S'S CLEANING SERVICES PTY LIMITED	099 562 455

Corporations Act 2001  
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administration Appeals Tribunal prevents it from doing so.

**AQUENOX PTY LTD** ACN 091 286 672 will change to a public company limited by shares. The new name will be **AQUENOX LIMITED** ACN 091 286 672.

**B.R. RESOURCES N.L.** ACN 006 935 084 will change to a proprietary company limited by shares. The new name will be **B.R. RESOURCES PTY LTD** ACN 006 935 084.

**BERKSHIRE RESOURCES N.L.** ACN 075 638 112 will change to a proprietary company limited by shares. The new name will be **BERKSHIRE RESOURCES PTY LTD** ACN 075 638 112.

**INVESTMENT EVOLUTION PRIVATE EQUITY PTY LTD** ACN 118 467 682 will change to a public company limited by shares. The new name will be **INVESTMENT EVOLUTION LIMITED** ACN 118 467 682.

**MACQUARIE PRINCIPAL LIMITED** ACN 112 561 501 will change to a proprietary company limited by shares. The new name will be **MACQUARIE PRINCIPAL PTY LIMITED** ACN 112 561 501.

**VENTUREN LIMITED** ACN 097 929 201 will change to a proprietary company limited by shares. The new name will be **VENTUREN PTY LTD** ACN 097 929 201.

**ALootA LIMITED** ACN 080 351 444 will change to a proprietary company limited by shares. The new name will be **ALootA PTY LIMITED** ACN 080 351 444.

**AUSTRALIAN MINERAL SANDS LIMITED** ACN 118 986 413 will change to a proprietary company limited by shares. The new name will be **CRAWLEY PROPERTY HOLDINGS PTY LTD** ACN 118 986 413.

**IQ INVESTMENTS LIMITED** ACN 080 134 756 will change to a proprietary company limited by shares. The new name will be **IQ INVESTMENTS PTY LTD** ACN 080 134 756.

**AUS-EBUILD HOLDINGS LIMITED** ACN 103 040 786 will change to a proprietary company limited by shares. The new name will be **AUS-EBUILD HOLDINGS PTY LTD** ACN 103 040 786.

**BENHALL RESOURCES PTY LTD** ACN 122 839 525 will change to a public company limited by shares. The new name will be **BENHALL RESOURCES LIMITED** ACN 122 839 525.

**DKN PARTNER SOLUTIONS LIMITED** ACN 078 950 651 will change to a proprietary company limited by shares. The new name will be **DKN PARTNER SOLUTIONS PTY LTD** ACN 078 950 651.

**JAB RESOURCES PTY. LTD.** ACN 122 669 256 will change to a public company limited by shares. The new name will be **JAB RESOURCES LIMITED** ACN 122 669 256.

**UREFLUTE LIMITED** ACN 084 372 672 will change to a proprietary company limited by shares. The new name will be **UREFLUTE PTY LTD** ACN 084 372 672.

**WESFARMERS COAL PTY LTD** ACN 096 857 126 will change to a public company limited by shares. The new name will be **WESFARMERS COAL LIMITED** ACN 096 857 126.

**AUSTRALIAN COMPANY NUMBER 114 457 108 LIMITED** ACN 114 457 108 will change to a proprietary company limited by shares. The new name will be **VALE STAGES 7-11 LANDOWNER PTY LIMITED** ACN 114 457 108.

**BURNS, PHILP & COMPANY LIMITED** ACN 000 000 359 will change to a proprietary company limited by shares. The new name will be **BURNS, PHILP & COMPANY PTY LIMITED** ACN 000 000 359.

**LONGREACH GROUP LIMITED** ACN 006 584 596 will change to a proprietary company limited by shares. The new name will be **LONGREACH GROUP PTY LIMITED** ACN 006 584 596.



**MYER LIMITED** ACN 004 143 239 will change to a proprietary company limited by shares. The new name will be MYER PTY LTD ACN 004 143 239.

**OZ-EXOIL N L** ACN 065 637 390 will change to a proprietary company limited by shares. The new name will be OZ-EXOIL PTY LTD ACN 065 637 390.

**TETHYAN COPPER COMPANY LIMITED** ACN 093 519 692 will change to a proprietary company limited by shares. The new name will be TETHYAN COPPER COMPANY PTY LIMITED ACN 093 519 692.

**NORTH ETON ENTERPRISES LIMITED** ACN 010 657 342 will change to a proprietary company limited by shares. The new name will be NORTH ETON ENTERPRISES PTY LIMITED ACN 010 657 342.

**RAHA PLANTATIONS LTD** ACN 117 213 626 will change to a proprietary company limited by shares. The new name will be RAHA PLANTATIONS PTY LTD ACN 117 213 626.

**THE MYER EMPORIUM LIMITED** ACN 004 116 858 will change to a proprietary company limited by shares. The new name will be THE MYER EMPORIUM PTY LTD ACN 004 116 858.