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ASIC

Australian Securities &
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Change of company status

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Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 601QA(1) and 741(1) – **02 / 1428**
Exemption and declaration

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (the “Act”) the Australian Securities and Investments Commission (the “Commission”) hereby declares that Chapter 5C (as modified in its application to the person specified in Schedule A (the “responsible entity”) by ASIC Class Order 98/52) applies to that person as if the words in Schedule B were added at the end of paragraph 601GA(1)(a).

AND pursuant to paragraph 601QA(1)(a) of the Act the Commission hereby exempts the responsible entity from paragraph 601FC(1)(d) to the extent that it requires that entity to treat members of the same class equally where that entity is acting in accordance with provisions of the constitution to the effect set out in Schedule B.

AND pursuant to paragraph 741(1)(a) of the Act the Commission hereby exempts the responsible entity, in the case referred to in Schedule C, from Parts 6D.2 and 6D.3 (other than sections 736 and 738).

SCHEDULE A

Commonwealth Managed Investments Limited (ABN 33 084 098 180) as the responsible entity of the Commonwealth Property Office Fund (ARSN 086 029 736) (“scheme”)

SCHEDULE B

“(viii) interests in the scheme, other than options to subscribe for interests in the scheme, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time where:

- (A) the interests are in a class which is quoted on the stock market of Australian Stock Exchange Limited (the “class”) and interests in that class have not been suspended from quotation; and
- (B) the offers are made pursuant to an arrangement under which:
 - (I) an offer is made to each person whose address (as recorded in the register of members for the scheme) is in a jurisdiction in which the responsible entity reasonably considers it is lawful and practical for that entity to offer and issue interests to that person;
 - (II) each offer is made on the same terms and conditions and on a non-renounceable basis;
 - (III) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer or the date of the issue but is not less than 90% of that market price; and
 - (IV) a person may not subscribe more than \$3000 in any consecutive 12 month period.”

SCHEDULE C

A written offer for the issue of interests in the scheme (“offer”) where the following requirements are met at the time that the offer is made.

- (a) The interests are in a class which is quoted on the stock market of Australian Stock Exchange Limited (the “class”) and interests in that class have not been suspended from quotation.
- (b) None of the following provisions have been contravened in relation to the scheme in the previous 12 months:
 - (i) a provision of Chapter 2M;
 - (ii) section 1001A or 1001B;
 - (iii) section 724;

(iv) section 728.

02 / 1428

(e) The offer is made pursuant to an arrangement under which:

- (i) an offer is made to each person who holds interests in that class, and whose address (as recorded in the register of members of the scheme) is in a jurisdiction in which the responsible entity reasonably considers it is lawful and practical for that entity to offer and issue interests to that person;
- (ii) each offer is made on the same terms and conditions and on a non-renounceable basis;
- (iii) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer or the date of the issue but is not less than 90% of that market price; and
- (iv) a person may not subscribe more than \$3000 in any consecutive 12 month period.

(d) The written offer document contains the following information:

- (i) the method used to calculate the issue price and the time when this price will be determined;
- (ii) a statement describing the relationship between the issue price and the market price; and
- (iii) disclosure of the risk that the market price may change between the date of the offer and the date when interests are issued to a subscriber under the arrangement, and the effect this would have on the price or value of the interests which the subscriber would receive.

Dated 15th March 2002



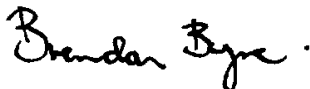
Signed by Maree O'Brien
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission 03/0066
Corporations Act 2001 — Paragraph 601QA(1)(a) — Variation

Under paragraph 601QA(1)(a) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby varies Class Order [CO 02/319] by varying the definition of the term “Lead Regulator” under the heading “Interpretation” as follows:

1. omit the words “Australian Jockey Club” and substitute the words “New South Wales Thoroughbred Racing Board”; and
2. omit the words “South Australian Jockey Club, Queensland Principal Club” and substitute the words “Thoroughbred Racing S.A. Limited, Queensland Thoroughbred Racing Board”.

Dated this 4th day of February 2003



Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission 0 3 / 0 0 6 9
Corporations Act 2001 – Subsection 741(1) – Declaration

Pursuant to subsection 741(1) of the *Corporations Act 2001* ("the Act") and for the avoidance of doubt, the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D applies to each person in the class of persons specified in Schedule A in the cases specified in Schedule B as if section 707 (to the extent to which it applies in accordance with paragraph 10.2.51(b) of the *Corporations Regulations 2001*) were modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

- "(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 does not say otherwise.

Note 1: Section 706 normally requires disclosure for the issue of the securities. This subsection is intended to prevent avoidance of section 706. However, to establish a contravention of this subsection, the only purpose that needs to be shown is that referred to in paragraph (b)

Note 2: The issuer and the seller must both consent to the disclosure document (see section 720).

- (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

Any person who makes an offer of interests in the AMP Shopping Centre Trust (ARSN 087 393 397) ("ART") for sale of the kind referred to in Schedule B.

Schedule B

An offer of interests in ART for sale where those interests are:

1. issued by the responsible entity AMP Henderson Global Investors Limited (ACN 001 777 591) ("Issuer") on or after 4 February 2003; and
2. covered by the category of relief set out in Schedule C.

03 / 0069

Schedule C - Categories of relief

- (1) The interests are in a class of securities that were:
 - (a) quoted ED securities of a scheme listed on the financial market operated by ASX at all times in the 12 months before the date of issue; and
 - (b) quoted on that market for that period without being suspended from trading for more than a total of 5 trading days; and
- (2) there is a completed contract for the issue of the interests; and
- (3) at the time of issue of the interests, no determination under subsection 713(6) is in force with respect to the Issuer in relation to ART; and
- (4) at or about, and in any event by no later than 2 business days after, the time of issue, the Issuer notifies ASX that:
 - (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer of the interests has been disclosed to ASX; or
 - (b) there is no information of that kind to disclose; and
- (5) the offer for sale does not occur until after the notification referred to in paragraph (4) has occurred.

Interpretation

03 / 0069

In this instrument:

1. "ASX" means Australian Stock Exchange Limited;
2. "completed contract" means a contract where consideration for the issue of the securities has been fully paid;
3. "trading day" of a financial market means a day on which the market is open for trading in financial products;
4. references to a person offering interests include a reference to the person inviting applications for the interests; and
5. except where otherwise stated, references to provisions are to references to provisions of the Act.

Dated the fourth day of February 2003.



Signed by Philippa Bell
as a delegate of the Australian Securities and Investments Commission

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

03 / 0070

Pursuant to 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 person named in Schedule A in the case referred to in Schedule B as if subsections 641(1) and 641(1A) of the Act were modified or varied as specified below:

1. the text of subsection 641(1) was replaced by the following text:

"If the bidder has given a bidder's statement, an offer document to acquire all rights to be issued securities in the bid class and requested the target to give the bidder information in accordance with this section, the target must inform the bidder of:


- (a) the name and address of each person who, at the time specified by the bidder under subsection (2), held:
 - (i) securities in the bid class;
 - (ii) securities convertible into securities in the bid class; or
 - (iii) rights to be issued securities in the bid class; and
- (b) the type, and number of each type, of those securities or rights held by the person at the specified time."; and

2. the words "or rights" were inserted between the words "securities" and "unless" in subsection 641(1A).

Schedule A
Mongoose Pty Limited ACN 103 410 297 ("Bidder").

Schedule B
The takeover bid by the Bidder for all issued ordinary shares in Anaconda Nickel Limited ACN 060 370 783 ("Target") in respect of which a bidder's statement was given to the Target on 22 January 2003 and the offer for all renounceable rights to be issued ordinary shares in the Target in respect of which an offer document was given to the Target on 30 January 2003.

Dated this 5th day of February 2003.

Signed: 
Jeremy Pearson, a delegate of ASIC.

03 / 0073

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 911A(2)(1) - Exemption**

Pursuant to paragraph 911A(2)(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts until 31 December 2003 the person specified in Schedule A from the requirement to hold an Australian financial services licence for the provision of financial services of the kind referred to in Schedule B on the conditions set out in Schedule C and for so long as those conditions are met.

Schedule A

Colchester Global Investors Limited (England Company Registration No. 3855960)
("CGIL")

Schedule B

The provision of the following financial services by CGIL to Russell Investment Management Limited ("RIML") pursuant to an Investment Management Agreement to be entered into by CGIL and by RIML (for Russell Multimanager Unit Trust) on or about the date of this instrument ("Agreement"):

- (a) Dealing in financial products in accordance with the Agreement;
- (b) Provision of financial product advice in accordance with the Agreement or incidental to the Agreement.

Schedule C

1. At all times with respect to the financial services, CGIL:

- (a) is regulated by the FSA of the United Kingdom (UK);
- (b) is authorised by the FSA to provide the financial services or is not prohibited or purported to be prohibited by the FSA from providing any or all of the financial services or any other financial services in this jurisdiction;
- (c) submits to the non-exclusive jurisdiction of the Australian courts pursuant to the terms of a deed poll executed by CGIL; and
- (d) provides the financial services in accordance with the UK regulatory requirements.

2. CGIL:

- (a) notifies ASIC in writing, as soon as practicable, of the details of:

03 / 0073

- (i) each change to the authorisation referred to in paragraphs 1(a) and (b) above as applying to the financial services CGIL provides and any significant change in the rules regulating the provision of financial services by CGIL;
 - (ii) each significant change in the power or authority of the FSA to supervise, monitor or procure compliance by CGIL with the UK regulatory requirements with respect to the provision of the financial services;
 - (iii) each significant change in the obligations imposed on CGIL by the FSA related to the financial services (including without limitation any discretionary order or declaration of exemption or modification of the UK regulatory requirements by the FSA);
 - (iv) each significant change to the scope, power or authority of FSA to administer, enforce or compel compliance with the UK regulatory requirements with respect to the financial services; and
 - (v) each enforcement or disciplinary action taken by the FSA or overseas regulatory authority against CGIL;
- (b) complies with any order of an Australian court in respect of the provision of the financial services notwithstanding the exemption contained in this instrument;
- (c) provides written disclosure to Russell Investment Management Limited (before such financial services are provided) containing a prominent statement to the following effect:
- (i) CGIL is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services;
 - (ii) the financial services are regulated by the FSA under the UK regulatory requirements, and those requirements differ from Australian laws;
 - (iii) any offer or other documentation prepared by or on behalf of CGIL will be prepared in accordance with the UK regulatory requirements (and not Australian laws);
 - (iv) any offer or other documentation prepared by or behalf of other persons has not necessarily been prepared in accordance with Australian laws; and
 - (v) that the information in any offer documents does not necessarily contain all the information required under the Act.

Interpretation**0 3 / 0 0 7 3**

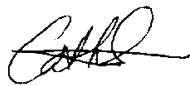
In this instrument:

"financial service" means the services specified in Schedule B of this instrument;

"FSA" means the Financial Services Authority of the United Kingdom;

"overseas regulatory authority" means a regulatory authority in jurisdictions other than in Australia and the United Kingdom;

"UK regulatory requirements" means the laws administered by, and under which the FSA derives their legal power, including the power to make, administer and enforce all rules, regulations, directions, instruments and other documents which collectively constitute the legal and regulatory framework in which the FSA governs and regulates CGIL with respect to the financial services specified in the Agreement.

Dated 7th February 2003

Signed by Catherine So
as a delegate of the Australian Securities and Investments Commission

03 / 0074

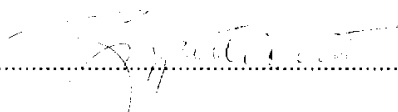
**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

Order Revoking Licence

TO: LIFEMAP FINANCIAL PLANNING PTY LIMITED
ACN 098 674563 ("the Licensee")
5 Blue Street
NORTH SYDNEY NSW 2060

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 216074 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of February 2003.

Signed by


Maria Petticrew
As a delegate of the Australian Securities and Investments Commission

03/0075

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

CORPORATIONS ACT – SECTION 741 – DECLARATION

Pursuant to section 741(1)(b) of the Corporations Act 2001 ("**the Act**") the Australian Securities and Investments Commission ("**the Commission**") declares that Chapter 6D of the Act applies in relation to the person named in Schedule A, in the case referred to in Schedule B, as if section 711 of the Act were modified by:

1. Inserting "at any time during the last 2 years" after "the nature and value of any benefit anyone has given or agreed to give" in the first sentence in subsection 711(3).
2. Inserting a new subsection 711(3A) in the same terms as the unmodified subsection 711(3), except for:
 - (a) replacing "the", where it first occurs, with "any material",
 - (b) inserting "material" before "benefit" where it first occurs, and
 - (c) inserting "at any time during the last 5 years" after "the nature and value of any benefit anyone has given or agreed to give" in the first sentence; and
- (d) Replacing "and (3)" in subsection 711(4) with ", (3) and (3A)".

Schedule A

UBS Global Asset Management (Australia) Ltd (ACN 003 146 290)

Schedule B

An offer for interests under the UBS Warburg Cash Management Trust (ARSN 090 430 587) where the prospectus is dated on or about February 2003.

Dated this 11th day of February 2003



Signed by
Eugene Foo, a delegate of the Australian Securities and Investments Commission

03 / 0076

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

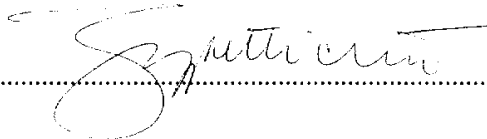
Order Revoking Licence

TO: C.B.P. Fund Managers Ltd. ACN 008 180 809 ("the Licensee")
72 Sydenham Road
NORWOOD SA 5067

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 15138 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 11th day of February 2003.

Signed by



Maria Petticrew
As a delegate of the Australian Securities and Investments Commission

Australian Securities Commission
Corporations Law - Subsection 173 - Exemption

03/0077

Made by the Australian Securities and Investments Commission under subsection 173(6) of the Corporations Act 2001.

Interpretation

1 In this exemption:

“non-convertible debentures” means debentures that are not convertible into shares or options over unissued shares;

“the company” means Gunns Limited ACN 009 478 148;

“the register” means the register of debenture holders set up and maintained by the company.

Exemption

2 The company is exempted from complying with subsections 173(1) and 173(3) of the Corporations Act in relation to information in its register of debenture holders about non-convertible debentures.

Limitation

3 This exemption does not apply in relation to an inspection, or request for a copy, of the register by:

- (a) a registered debenture holder to the extent that the inspection or request relates to that part of the register which contains particulars of that person's holdings; or
- (b) a person if the person has provided the company with a written undertaking referred to in clause 4 duly signed by that person.

Form of written undertaking

4 The written undertaking must be to the effect that:

- (a) the person will not use the copy of, or information obtained from, the register for any purpose other than:
 - (i) calling a meeting of registered debenture holders;
 - (ii) making an offer to a registered debenture holder to acquire debentures held by that person;
 - (iii) notifying a registered debenture holder of a matter relating to the carrying out by the company or the trustee appointed pursuant to the deed of its functions and duties under the deed or the Act;
 - (iv) undertaking bona fide statistical or analytical research; or
 - (v) any other purpose approved in writing by the Australian Securities and Investments Commission; and
- (b) the person will not disclose the copy of, or information obtained from, the register to any other person except a person identified in the undertaking by name and address and except solely for the purposes specified in paragraph (a).

Dated this 13th day of February 2003



Signed by James Lee
as a delegate of the Australian Securities Commission.

Australian Securities and Investment Commission
Corporations Act, 2001 – Paragraphs 601QA(1)(a) and (b)
Exemption and Declaration

03 / 0080

1. Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (Act) the Australian Securities and Investments Commission (ASIC) hereby declares that Chapter 5C applies to the person specified in Schedule A in the case specified in Schedule B as if paragraph 601GA(1)(a) as modified by ASIC Class Order [CO 98/52] were further modified as set out in Schedule C.
2. Pursuant to paragraph 601QA(1)(a) of the Act, ASIC hereby exempts the person specified in Schedule A in the case specified in Schedule B from paragraph 601FC(1)(d) of the Act on the conditions set out in Schedule D, to the extent that the latter paragraph requires that person to treat members of the same class equally in relation to the timing of offers and issues of interests under the Pro-Rata Offer and the Placement and to the extent that it would otherwise prevent the responsible entity from dealing with foreign members in the way described in subparagraph 601GA(1)(a)(x) as notionally inserted into the Act by this instrument.

Schedule A

Transurban Infrastructure Management Limited ACN 098 147 678 as the responsible entity of the Transurban Holding Trust ARSN 098 807 419 (THT Responsible Entity).

Schedule B

A Placement and Pro-Rata Offer that occurs before 3 March 2003

Schedule C

1. After subparagraph (viii) as notionally inserted into the Act by ASIC Class Order [CO 98/52] add new subparagraphs (ix) and (x) as follows:

"(ix) Options to acquire Stapled Securities that include as one of their component parts an interest in the Transurban Holdings Trust may be issued by way of a Placement and an interest may be issued on the exercise of the Options where:

 - (A) the Options are issued at a price determined by the THT Responsible Entity that is not less than the price at which Options are issued in accordance with paragraph (x);
 - (B) all the Options offered are in the same class;
 - (C) the issue price for the CARS is the same;
 - (D) the means of calculating the exercise price is set out in the terms of issue of the CARS;
 - (E) the amount by which the exercise price is less than the amount that would otherwise apply under the constitution, does not exceed a maximum percentage specified in the constitution on the date of exercise of the Option; and
 - (F) the issue is not to the THT Responsible Entity or any person associated with it.

(x) Options to acquire Stapled Securities that include as one of their component parts an interest in the Transurban Holding Trust may be issued, and an interest may be issued on exercise of the Options, at a price determined by the THT Responsible Entity, if the Options are issued pursuant to offers first made at substantially the same time to only and all the then Stapled Security Holders where:

 - (A) all the Options offered are in the same class;
 - (B) the issue price for the offer of the CARS is the same;
 - (C) the means of calculating the exercise price is set out in the terms of issue of the CARS;
 - (D) the amount by which the exercise price is less than the amount that would otherwise apply under the constitution, does not exceed a maximum percentage specified in the constitution on the date of exercise of the Option ;
 - (E) the number of Options offered to each Stapled Security Holder is proportionate to the value of the Stapled Security Holder's interest in the Stapled Group; and
 - (F) Options not taken up by Stapled Security Holders under the Pro Rata Offer are only issued to either:

03 / 0080

- (i) a bona fide underwriter or sub-underwriter who is not associated with the THT Responsible Entity or to persons (who are not associated with the THT Responsible Entity) whose subscriptions have been procured by such an underwriter or sub-underwriter in accordance with an underwriting agreement entered into between the underwriter and the THT Responsible Entity, the terms of which were included in the Disclosure Document; or
- (ii) a person (other than the THT Responsible Entity or its associates) pursuant to an offer contained in the Disclosure Document,

where, if the THT Responsible Entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the Options to the foreign members."

2. After subsection 601GA(1A) as notionally inserted into the Act by ASIC Class Order [CO 98/52] add the following subsection:

"(1B) For the purposes of subparagraphs (l)(ix) and (l)(x) and this subsection:

CARS means the convertible adjusting rate securities to be issued by the responsible entity of the Transurban CARS Trust ARSN 103 090 928 on the terms set out in the Disclosure Document, and which incorporate the Options;

Disclosure Document means the disclosure document for the CARS as issued by Transurban Infrastructure Management Limited as responsible entity for the Transurban CARS Trust and by the THT Responsible Entity;

Option means an option or right, whether contingent or otherwise, that forms part of the CARS, and which may allow the holder to be issued an interest in the Transurban Holding Trust in accordance with the terms of issue of the CARS;

Placement means the offer to professional investors (as defined in section 9) of CARS which have an aggregate issue price of up to \$75,000,000;

Pro-Rata Offer means the pro-rata entitlement offer of Options to be made by the THT Responsible Entity on behalf of the Transurban Holding Trust under the Disclosure Document;

Stapled Security means the combination of an interest in Transurban Holding Trust, a share in Transurban Infrastructure Developments Limited ACN 098 143 410 (while it remains stapled) and a share in Transurban Holdings Limited ACN 098 143 429 which under the terms on which they are traded on the financial market of Australian Stock Exchange Limited must be transferred together;

Stapled Security Holder means the holder of a Stapled Security;

THT Responsible Entity means Transurban Infrastructure Management Limited ACN 098 147 678 as the responsible entity of the Transurban Holding Trust; and

Transurban Holding Trust means the registered scheme known as Transurban Holding Trust ARSN 098 807 419".

Schedule D

The THT Responsible Entity must:

1. lodge the Disclosure Document before the Placement;
2. make the Pro-Rata Offer no more than three business days after the Placement; and
3. issue the Options pursuant to the Placement and Pro-Rata Offer on the same date.

Interpretation

In this instrument "Disclosure Document", "Options", "Placement" and "Pro-Rata Offer" have the same meaning as in subsection 601GA(1B) as notionally inserted into the Act by this instrument.

Dated 31 January 2003



Signed by Maree O'Brien
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission

03 / 0081

Corporations Act 2001 - Paragraphs 601QA(1)(a) & 601QA(1)(b)

Exemption and Declaration

- 1 Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C of the Act applies to the person specified in Schedule A in the case specified in Schedule B as if section 601GA(1)(a) (as modified by ASIC Class Order [98/52]) was further modified as set out in Schedule C.
- 2 Pursuant to paragraph 601QA(1)(a) of the Act, ASIC hereby exempts the person specified in Schedule A in the case specified in Schedule B from compliance with paragraph 601FC(1)(d) of the Act on the conditions set out in Schedule D, to the extent that the latter paragraph requires the Responsible Entity to treat members of the same class equally in relation to the timing of offers and issues of Units under the Pro-Rata Offer.

Schedule A

Macquarie ProLogis Management Limited (ACN 100 226 293) as the responsible entity of the Scheme ("**Responsible Entity**").

Schedule B

The pro-rata entitlement offer of up to 240 million units in the Scheme to raise up to \$240 million to be made before 28 February 2003 by the Responsible Entity under the Disclosure Document ("**Pro-Rata Offer**").

Schedule C

1. Immediately after subparagraph 601GA(1)(a)(iii) insert the following subparagraph:
 - “(iiiia) Units may be issued at a price determined by the Responsible Entity if the Units are first offered at substantially the same time to only and all the then Members if:
 - (A) all the Units offered are in the same class;
 - (B) the issue price of all the Units offered is the same;
 - (C) the amount by which the price of the Units is less than any amount that would otherwise apply under the constitution of the Scheme does not exceed a maximum percentage specified in the constitution;
 - (D) the number of Units offered to each Member is proportionate to the value of the Member's interest in the Scheme; and

2

03 / 0081

(E) Units not taken up by Members under the Pro Rata Offer are only issued to either of the following categories of persons:

- (i) a bona fide underwriter or sub-underwriter who is not an associate of the Responsible Entity or to persons (who are not associates of the Responsible Entity) whose subscriptions have been procured by such an underwriter or sub-underwriter in accordance with an underwriting agreement entered into between the underwriter and the Responsible Entity, the terms of which were disclosed in the Disclosure Document; or
- (ii) persons (other than the Responsible Entity or its associates) pursuant to an offer contained in the Disclosure Document,

where if the Responsible Entity reasonably considers that it would be in the best interests of the Members to exclude certain Members that are connected to a place outside this jurisdiction ("**Foreign Members**") and this is not unfair to those Foreign Members, the Responsible Entity need not offer or issue the Units to the Foreign Members if the Units are sold, taking reasonable steps to maximise the sale price net of expenses of the sale and the Foreign Members are promptly paid the net sale price."

2. After subsection 601GA(1A) insert the following subsection:

"(1B) For the purposes of subparagraph (1)(a)(iia) and this subsection:

Disclosure Document means the product disclosure statement to be issued by the Responsible Entity, dated on or about 12 February 2003 and containing the terms of the Pro-Rata Offer.

Members means holders of Units in the Scheme.

Scheme means the Macquarie ProLogis Trust (ARSN 100 649 536).

Unit means a unit in the Scheme."

Schedule D

- 1 The settlement and allotment of Units pursuant to the Institutional Offer and the first settlement and allotment of Units pursuant to the Retail Offer occur on the same date.
- 2 The Responsible Entity offers and issues the Units the subject of the Pro-Rata Offer substantially in accordance with the timetable for the Pro-Rata Offer annexed to this instrument as Annexure A.

Interpretation:

In this instrument the term "Unit" has the same meaning as in subsection 601GA(1B);

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Institutional Offer means one component of the Pro-Rata Offer being an offer to wholesale clients with the meaning of section 761G of the Act; and

Retail Offer means one component of the Pro-Rata Offer being an offer to those Members excluded from the Institutional Offer.

Dated: 11 February 2003



Signed by Alison Haines as delegate of the

Australian Securities and Investments Commission

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Annexure A
TIMETABLE

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Event	Date (business days)
Trading halt commences	T (12 February 2003)
Trading halt ends	T + 1
Disclosure Document lodged with ASIC	T
Institutional Offer opening date	T
Institutional Offer closing date	T
Record Date*	T + 2
Dispatch of Disclosure Document	T + 10
Retail Offer opening date	T + 11
Allotment of Units pursuant to the Institutional Offer (pro-rata component and institutional shortfall) and first allotment of Units pursuant to the Retail Offer	T + 18
Dispatch first allotment notices	T + 19
Normal T + 3 trading commences for first allotment Units	T + 21
Retail Offer closing date	T + 26
Second allotment of Units pursuant to the Retail Offer	T + 38
Commence process and dispatch refund letters and final day for dispatch of allotment notices	T + 38
Normal T + 3 trading commences for second allotment Units	T + 41

* Subject to the ability to ignore post ex-date transfers under the ASX listing rule waiver

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* ("the Act") and for the avoidance of doubt in respect of the Trust, the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D applies to each person in the class of persons specified in Schedule A in the cases specified in Schedule B as if section 707 (to the extent to which it applies in accordance with paragraph 10.2.51(b) of the *Corporations Regulations 2001*) were modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

- "(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 does not say otherwise.

Note 1: Section 706 normally requires disclosure for the issue of the securities. This subsection is intended to prevent avoidance of section 706. However, to establish a contravention of this subsection, the only purpose that needs to be shown is that referred to in paragraph (b)

Note 2: The issuer and the seller must both consent to the disclosure document (see section 720).

- (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

Any person who makes an offer of interests in the stapled security for sale of the kind referred to in Schedule B.

Schedule B

An offer of interests for sale which comprise:

1. in the case of the Company, shares, and in the case of the Trust, units, which shares and units, under the terms on which they are traded on the financial market of the Australian Stock Exchange, must be transferred together on or after 12 February 2003; and
2. covered by the category of relief set out in Schedule C.

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Schedule C - Category of relief

- (1) The interests are in a class of securities that were:
 - (a) quoted ED securities of the Issuers listed on the financial market operated by ASX at all times in the 12 months before the date of issue; and
 - (b) quoted on that market for that period without being suspended from trading for more than a total of 5 trading days; and
- (2) there is a completed contract for the issue of the interests; and
- (3) at the time of issue of the interests, no determination under subsection 713(6) is in force with respect to the Issuers; and
- (4) at or about, and in any event by no later than 2 business days after, the time of issue, the Issuers notify ASX that:
 - (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer of the interests has been disclosed to ASX; or
 - (b) there is no information of that kind to disclose; and
- (5) the offer for sale does not occur until after the notification referred to in paragraph (4) has occurred.

Interpretation

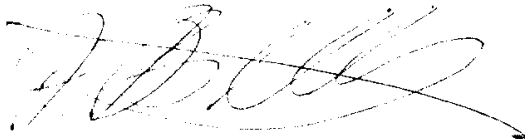
In this instrument:

1. "ASX" means Australian Stock Exchange Limited;
2. "Company" means Mirvac Limited (ACN 003 280 699);
3. "completed contract" means a contract where consideration for the issue of the securities has been fully paid;
4. "stapled security" means the combination of a share in the Company and a unit in the Trust which, under the terms on which they are traded on the financial market of the Australian Stock Exchange, must be transferred together as a single stapled security;
5. "Issuers" means each of the Company and the Responsible Entity of the Trust when making the offers of stapled securities referred to in paragraph 1 of Schedule B.
6. "Responsible Entity" means Mirvac Funds Limited (ACN 002 561 640);

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7. "trading day" of a financial market means a day on which the market is open for trading in financial products;
8. "Trust" means the Mirvac Property Trust (ARSN 086 780 645);
9. references to a person offering interests include a reference to the person inviting applications for the interests; and
10. except where otherwise stated, references to provisions are references to provisions of the Act.

Dated the twelfth day of February 2003.



Signed by Philippa Bell
as a delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that the 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.

AUSTRALIAN DEVELOPMENT FUND LIMITED ACN 079 557 225 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN DEVELOPMENT FUND PTY LTD ACN 079 557 225.

BONDI BEACH RAILWAY LIMITED

ACN 075 274 627 will change to a proprietary company limited by shares. The new name will be BONDI BEACH RAILWAY PTY LIMITED ACN 075 274 627.

GREGSON FLANAGAN FINE ART LIMITED ACN 094 291 924 will change to a proprietary company limited by shares. The new name will be GREGSON FLANAGAN FINE ART PTY LIMITED ACN 094 291 924.

ONECO PTY LIMITED ACN 097 298 032 will change to a public company limited by shares. The new name will be TANGO FINANCIAL LIMITED ACN 097 298 032.

AUSTRALIAN PROPERTY INVESTMENT GROUP PTY LTD ACN 066 183 971 will change to a public company limited by shares. The new name will be AUSTRALIAN PROPERTY INVESTMENT GROUP LTD. ACN 066 183 971.

CHEMIST DIRECT LTD ACN 091 210 632 will change to a proprietary company limited by shares. The new name will be CHEMIST DIRECT PTY LTD ACN 091 210 632.

HUMAN THERAPEUTICS LIMITED

ACN 008 540 556 will change to a proprietary company limited by shares. The new name will be HUMAN THERAPEUTICS PTY LTD ACN 008 540 556.

PREMIUM EDUCATION PTY LTD ACN 086 140 187 will change to a public company limited by shares. The new name will be CPT INVESTMENTS LIMITED ACN 086 140 187.