



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 or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

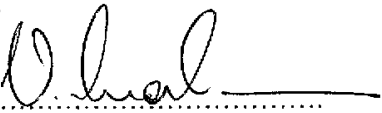
**IN THE MATTER OF ROBERT JOHN GIBELLINI
AND SECTIONS 829 AND 830 OF THE CORPORATIONS ACT**

To: **ROBERT JOHN GIBELLINI**
Suite 4
Level 3, Southshore Centre
South Perth WA 6151

**ORDER PURSUANT TO SECTIONS 829 AND 830 OF THE
CORPORATIONS ACT**

TAKE NOTICE that the Australian Securities and Investments Commission hereby prohibits Robert John Gibellini, for a period of 18 months from the date of service of this Order, from doing an act as a representative of a dealer or an investment adviser.

Dated this 30th day of September 2003.

Signed: 
Valdemar Malinaric
Delegate of the Australian Securities and
Investments Commission

Your attention is drawn to section 835 of the Corporations Act 2001 which provides that a person shall not contravene a banning order relating to the person.

Penalty: \$2,500 or imprisonment for 6 months or both

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 911A(2)(l) and 1020F(1)(a) — Exemption

1. Under paragraph 911A(2)(l) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts, until 30 June 2005, the person referred to in Schedule A from the requirement to hold an Australian financial services licence for dealing in and providing financial product advice in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.
2. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.

Schedule A

La Trobe University ABN 64 804 735 113 (the "Issuer").

Schedule B

A facility (the "Facility") that is issued by the Issuer and through which, or through the acquisition of which a person makes non-cash payments for goods and services where the Facility involves the use of an identification card to make such payments and is issued upon enrolment or employment with the Issuer.

Schedule C

Where all of the following apply:

1. the Issuer has taken all reasonable steps to ensure that:
 - (a) the amount available for the making of non-cash payments under the Facility held by each client; or
 - (b) where a client may hold more than one Facility— the total of the amounts available for the making of non-cash payments under all Facilities held by each client,does not exceed \$1,000 at any time;
2. the total of the amounts available for making non-cash payments through the Facilities held by all clients does not exceed \$10,000,000;
3. the persons to whom payments may be made, or caused to be made through the Facility, are approved by the Issuer and located at a campus maintained by

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the Issuer at the following locations in the State of Victoria: Bundoora and Bendigo.

Schedule D

The Issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard AS4269-1995: *Complaints Handling* that covers complaints made in connection with any dealing in, or any provision of financial product advice in relation to, the Facility, or with any use of the Facility; and
2. ensure that any monies paid to the Issuer on account of an amount that may be paid by a client to another person (the "third party") through the Facility is paid as soon as practicable to, and held in, an account with an Australian ADI designated as a trust account until the Issuer is required to use the money to discharge the obligation to the third party for the provision of goods or services by the third party for which the non-cash payment was made through the Facility; and
3. before making a recommendation or offer for a person to acquire the Facility (whether by issue or transfer):
 - (a) provide the person with a written document ("disclosure document") which sets out the terms and conditions of the Facility and if not already included in the terms and conditions, the following statements and such of the following information in a manner that is clear, concise and effective, as the person would reasonably require in order to assess the merits and risks of acquiring or using the Facility:
 - (i) a statement setting out the name, principal place of business and the address of the registered office of the Issuer; and
 - (ii) information about:
 - (A) the cost of using the Facility; and
 - (B) any other amounts that will or may be payable by the person in respect of the Facility, and the times at which those amounts will or may be payable; and
 - (iii) information about any other significant characteristics or features of the Facility or of the rights, terms, conditions and obligations attaching to the Facility; and
 - (iv) information about the dispute resolution system that covers complaints by clients and about how that system may be accessed; and

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- (v) if the Issuer makes other information relating to the Facility available to clients or prospective clients, or to people more generally – a statement of how that information may be accessed; and
- (b) where the terms or conditions of the Facility include a term or condition that:
 - (i) the Issuer may unilaterally vary the terms or conditions of the Facility; or
 - (ii) there is an expiry date by which the person can use any amount that can be used by the client for payment under the Facility,ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and
- 4. where a person is a client at the date of this instrument and the Issuer has an address for the person, provide to the person a disclosure document that complies with the requirements of paragraph 3 of Schedule D as soon as reasonably practicable after the date of this instrument; and
- 5. give written notice to clients of any proposed material change to the terms and conditions of the Facility or of any proposal by the Issuer to withdraw the Facility at least 30 days before the change or withdrawal takes effect, or where the client is not required to be identified when acquiring or using the Facility, take reasonable steps to notify clients of any proposed material change to the terms and conditions of the Facility or of any proposal by the Issuer to withdraw the Facility at least 30 days before the change or withdrawal takes effect; and
- 6. establish and maintain a means by which each client can readily, and without cost to the client, find out the amount that can be used by the client for payment under the Facility; and
- 7. provide any information in writing as and when requested by ASIC in relation to the Facility, within 20 business days of any such request.

Interpretation

For the purposes of this instrument:

1. *client* means a person who holds a Facility;
2. *dealing* has the meaning given by subsection 766C(1) of the Act;
3. *financial product advice* has the meaning given by subsection 766B(1) of the Act;
4. *makes non-cash payments* has the meaning given by section 763D of the Act; and
5. *offer* has a meaning affected by subsection 1010C(2).

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Commencement

This instrument takes effect on gazettal.

Dated the 5th day of May 2004.



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

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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”) hereby declares that Chapter 5C of the Act applies to McLaughlins Financial Services Limited ACN 088 647 796 in its capacity as the responsible entity of the MFS Leveraged Investments and Securities Trust ARSN 093 393 072 (“Scheme”) in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

1 after subparagraph 601GA(1)(a)(i) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

“(ia) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations 2001 and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where the issue of the interests is not to the responsible entity or any person associated with it, and, in the case where:

(A) the issue (together with any other issue of interests up to one year previously, at a consideration determined by the responsible entity other than an issue approved or ratified by the members in accordance with subparagraphs (C) to (H) and issues in accordance with other provisions of the constitution) is of interests that would, immediately after the issue, comprise more than 10% of either:

- all of the interests in the scheme; or
- the interests on issue in the scheme in the same class as the interests comprised in the issue;

or

(B) the amount by which the issue price of the Stapled Securities of which the interests form a component part is less than the current market price for those Stapled Securities exceeds 10%,

the following requirements are also satisfied:

- (C) the members approve the issue;
- (D) if the interests to be issued are in a particular class, members in that class approve the issue;

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- (E) unless the responsible entity reasonably consider that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;
 - (F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;
 - (G) an approval for the purposes of subparagraphs (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and
 - (H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the interests are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed;
- (ib) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations 2001 and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where:
- (A) the issue of the interests is not to the responsible entity or any person associated with it; and
 - (B) the interests are issued pursuant to offers made at substantially the same price; and
 - (C) the sum of the prices of the interest and the share which make up the Stapled Security is to equal the current market price for the Stapled Security, as defined in the constitution of the scheme, at the time the offers are made.”
- 2 after subparagraph 601GA(1)(a)(iii) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:
- “(iia) interests in the scheme that are component parts of Stapled Securities, other than options to subscribe for such interests, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time to only and all the then members of the scheme if:
- (A) all of the interests offered are in the same class;
 - (B) the price of all the interests offered is the same;
 - (C) the amount by which the price of the Stapled Securities of which the interests form a component part is less than any amount that would otherwise apply under the constitution

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does not exceed a maximum percentage specified in the constitution; and

- (D) the amount of interests offered to each member is proportionate to the value of that member's interest,

where if the 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 interests to the foreign members if each interest is sold in the context of a sale of a Stapled Security, 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."

- 3 after subparagraph 601GA(1)(a)(iv) as notionally inserted into Chapter 5C by ASIC Class Order [98/52] insert:

"(iva) an option to subscribe for an interest in the scheme ("Option") that is a component part of a Stapled Option may be issued, and an interest may be issued on exercise of the Option, at a price determined by the responsible entity, if the Options are issued pursuant to offers made at substantially the same time to only and all the then members of the scheme in proportion to the value of their interests if:

- (A) all the Options offered are in the same class;
- (B) the issue and the exercise price of all the Options offered is the same;
- (C) the means of calculating the exercise price is set out in the terms of issue of the Option; and
- (D) the amount by which the exercise price of the Stapled Option 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,

where if the 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 if each Option is sold in the context of the sale of a Stapled Option, 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."

- 4 after subparagraph 601GA(1)(a)(v) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(va) an interest in the scheme that is a component part of a Stapled Security, other than an option to subscribe for such an interest, may be issued at a price determined by the responsible entity under an arrangement where:

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- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for interests in the scheme;
- (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
- (C) all the interests issued under the arrangement are of the same class;
- (D) the price of each interest issued pursuant to that arrangement at substantially the same time is the same;
- (E) the amount by which the price of the Stapled Securities of which the interests form a component part is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution,

where if the 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 interests to the foreign members if each interest is sold in the context of the sale of a Stapled Security, 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."

- 5 after subparagraph 601GA(1)(a)(vi) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(via) where Stapled Securities are quoted on the financial market operated by the Australian Stock Exchange Limited and not suspended from any quotation, interests in the scheme that form a component part of stapled securities may be sold by the responsible entity or its agent, at a price determined by the responsible entity, where:

- (A) part of the issue price of interest has not been paid when called and, in accordance with the terms of the constitution, the interest has consequently been forfeited to the responsible entity on trust for the members; and
- (B) the sale of the interest occurs in the context of a sale of the Stapled Security conducted in accordance with section 254Q of the Act other than subsections 254Q(1), 254Q(10), 254Q(13) and 254Q(14) as if the Stapled Security was a share, the scheme was the company and the responsible entity was the directors of the company."

- 6 omit paragraph 601FC(1)(c) and substitute:

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“(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest 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”

7 omit paragraph 601FD(1)(c) and substitute:

“(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest 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”

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

“(2A) Member approval is not required for the giving of a 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 are component parts of Stapled Securities together with all of the shares in a company; 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 the company referred to in paragraph (b), or a wholly owned subsidiary of the company.

9 After section 601PC insert:

“601PD For the purposes of this Chapter:

Stapled Security means an interest in a registered scheme and a share in a company which must on the terms on which they are traded only be transferred together;

Stapled Option means an option to acquire an interest in a registered scheme and an option to acquire a share in a company where:

- (a) the interest in the registered scheme and the share are component parts of a Stapled Security; and

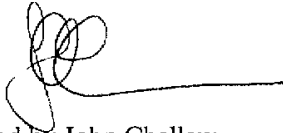
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(b) the exercise of each option is conditional on the exercise of the other."

Schedule

Where under the terms on which an interest in the Scheme and a share in MFS Leveraged Investment Limited ACN 107 863 436 are traded they can only be transferred together.

Dated 7 May 2004



Signed by John Chellew
as a delegate of the Australian Securities and Investments Commission

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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”) hereby declares that Chapter 5C of the Act applies to McLaughlins Financial Services Limited ACN 088 647 796 in its capacity as the responsible entity of the MFS Hotel Property Trust ARSN 092 701 589 (“Scheme”) in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

1 after subparagraph 601GA(1)(a)(i) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

“(ia) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations 2001 and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where the issue of the interests is not to the responsible entity or any person associated with it, and, in the case where:

(A) the issue (together with any other issue of interests up to one year previously, at a consideration determined by the responsible entity other than an issue approved or ratified by the members in accordance with subparagraphs (C) to (H) and issues in accordance with other provisions of the constitution) is of interests that would, immediately after the issue, comprise more than 10% of either:

- all of the interests in the scheme; or
- the interests on issue in the scheme in the same class as the interests comprised in the issue;

or

(B) the amount by which the issue price of the Stapled Securities of which the interests form a component part is less than the current market price for those Stapled Securities exceeds 10%,

the following requirements are also satisfied:

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- (C) the members approve the issue;
 - (D) if the interests to be issued are in a particular class, members in that class approve the issue;
 - (E) unless the responsible entity reasonably consider that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;
 - (F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;
 - (G) an approval for the purposes of subparagraphs (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and
 - (H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the interests are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed;
- (ib) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations 2001 and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where:
- (A) the issue of the interests is not to the responsible entity or any person associated with it; and
 - (B) the interests are issued pursuant to offers made at substantially the same price; and
 - (C) the sum of the prices of the interest and the share which make up the Stapled Security is to equal the current market price for the Stapled Security, as defined in the constitution of the scheme, at the time the offers are made.”

2 after subparagraph 601GA(1)(a)(iii) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

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“(iia) interests in the scheme that are component parts of Stapled Securities, other than options to subscribe for such interests, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time to only and all the then members of the scheme if:

- (A) all of the interests offered are in the same class;
- (B) the price of all the interests offered is the same;
- (C) the amount by which the price of the Stapled Securities of which the interests form a component part is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
- (D) the amount of interests offered to each member is proportionate to the value of that member’s interest,

where if the 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 interests to the foreign members if each interest is sold in the context of a sale of a Stapled Security, 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.”

- 3 after subparagraph 601GA(1)(a)(iv) as notionally inserted into Chapter 5C by ASIC Class Order [98/52] insert:

“(iva) an option to subscribe for an interest in the scheme (“Option”) that is a component part of a Stapled Option may be issued, and an interest may be issued on exercise of the Option, at a price determined by the responsible entity, if the Options are issued pursuant to offers made at substantially the same time to only and all the then members of the scheme in proportion to the value of their interests if:

- (A) all the Options offered are in the same class;
- (B) the issue and the exercise price of all the Options offered is the same;
- (C) the means of calculating the exercise price is set out in the terms of issue of the Option; and

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- (D) the amount by which the exercise price of the Stapled Option 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,

where if the 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 if each Option is sold in the context of the sale of a Stapled Option, 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."

- 4 after subparagraph 601GA(1)(a)(v) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(va) an interest in the scheme that is a component part of a Stapled Security, other than an option to subscribe for such an interest, may be issued at a price determined by the responsible entity under an arrangement where:

- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for interests in the scheme;
- (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
- (C) all the interests issued under the arrangement are of the same class;
- (D) the price of each interest issued pursuant to that arrangement at substantially the same time is the same;
- (E) the amount by which the price of the Stapled Securities of which the interests form a component part is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that

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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 interests to the foreign members if each interest is sold in the context of the sale of a Stapled Security, 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.”

- 5 after subparagraph 601GA(1)(a)(vi) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

“(via) where Stapled Securities are quoted on the financial market operated by the Australian Stock Exchange Limited and not suspended from any quotation, interests in the scheme that form a component part of stapled securities may be sold by the responsible entity or its agent, at a price determined by the responsible entity, where:

- (A) part of the issue price of interest has not been paid when called and, in accordance with the terms of the constitution, the interest has consequently been forfeited to the responsible entity on trust for the members; and
- (B) the sale of the interest occurs in the context of a sale of the Stapled Security conducted in accordance with section 254Q of the Act other than subsections 254Q(1), 254Q(10), 254Q(13) and 254Q(14) as if the Stapled Security was a share, the scheme was the company and the responsible entity was the directors of the company.”

- 6 omit paragraph 601FC(1)(c) and substitute:

“(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest 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”

- 7 omit paragraph 601FD(1)(c) and substitute:

“(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest are components of a Stapled Security) and, if there is a conflict between the interests of the members and the interests of the

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responsible entity, give priority to the interests of the members;
and”

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

“(2A) Member approval is not required for the giving of a 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 are component parts of Stapled Securities together with all of the shares in a company; 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 the company referred to in paragraph (b), or a wholly owned subsidiary of the company.

9 After section 601PC insert:

“601PD For the purposes of this Chapter:

Stapled Security means an interest in a registered scheme and a share in a company which must on the terms on which they are traded only be transferred together;

Stapled Option means an option to acquire an interest in a registered scheme and an option to acquire a share in a company where:

- (a) the interest in the registered scheme and the share are component parts of a Stapled Security; and
- (b) the exercise of each option is conditional on the exercise of the other.”

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Schedule

Where under the terms on which an interest in the Scheme and a share in MFS Living and Leisure Limited ACN 107 863 445 are traded they can only be transferred together.

Dated 7 May 2004

A handwritten signature in black ink, consisting of a stylized 'J' and 'C' followed by a horizontal line.

Signed by John Chellew
as a delegate of the Australian Securities and Investments Commission

0 4 / 0 4 9 3

**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 declares that Chapter 5C applies to the person referred to in Schedule A as responsible entity of the registered managed investment schemes specified in Schedule B, in the case described in Schedule C, as if sub-paragraph 601GA(1)(a)(i)(H), as notionally inserted in to the Act by ASIC Class Order [CO 98/52], were modified by after “counted” inserting “unless it is cast in respect of an interest beneficially owned by another person who will not obtain beneficial ownership of interests that are to be issued and in the manner directed by that other person”.

Schedule A

Macquarie Airports Management Ltd (ACN 075 295 760)

Schedule B

Macquarie Airports Trust (1) (ARSN 099 597 921)
Macquarie Airports Trust (2) (ARSN 099 597 896)

Schedule C

The following issues of interests in each scheme, at a price determined by the responsible entity, in the context of the following issues of Stapled Securities:

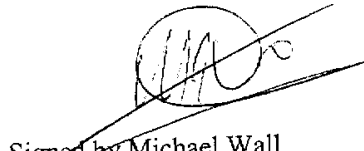
- (a) the issue of 138,724,706 Stapled Securities, for which approval is sought at a general meeting of each scheme held on 4 May 2004; and
- (b) any other issues of Stapled Securities within 12 months of the date of this instrument.

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Interpretation

In this instrument:

"Stapled Security" means an interest in Macquarie Airports Trust (1) (ARSN 099 597 921), an interest in Macquarie Airports Trust (2) (ARSN 099 597 896) and a share in Macquarie Airports Holdings (Bermuda) Ltd (ARBN 099 813 180) which must, on the terms on which they are traded, only be transferred together.

Dated this 30th day of April 2004A handwritten signature in black ink, appearing to be 'M Wall', written over a circular stamp or seal.

Signed by Michael Wall
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission **0 4 / 0 4 9 4**
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") hereby declares that the provisions of Chapter 5C of the Act applies to the person mentioned in Schedule A in relation to the registered scheme specified in Schedule B in the case set out in Schedule C as if subsection 601FL(1) 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 a new paragraph (b) as follows:

"(b) it must propose a related body corporate to be the new responsible entity in accordance with subsection (1A).";
- 4 Insert after subsection (1) the following subsection:

"(1A) The responsible entity must obtain unanimous written consent to:

 - (i) its proposed retirement; and
 - (ii) the proposed appointment of a new company, that is directly or indirectly 100% owned by its holding company, as the new responsible entity;

from all members."

(1B) For the purposes of subsection 601FL(2), the members will be taken to have chosen the proposed responsible entity by giving written consent to the responsible entity pursuant to paragraph (b) and the resolution will be taken to have passed after the members have given unanimous written consent to the responsible entity pursuant to subsection (1A)."

Schedule A

Principal Real Estate Investors (Australia) Limited (ACN 102 488 077), the responsible entity of the registered scheme specified in Schedule B (the "Responsible Entity").

Schedule B


Principal Property Securities Fund (ARSN 104 037 425) (the "Scheme").

Schedule C

The proposed retirement of the Responsible Entity of the Scheme and replacement by Principal Global Investors (Australia) Limited (ACN 102 488 068), as the proposed new responsible entity of the Scheme, and where:

- (a) the Scheme has only three members, all of whom are professional investors in accordance with the Act; and
- (b) the new responsible entity adopts the compliance systems, personnel, and operational, administration, Information Technology and accounting functions used by the Responsible Entity.

Dated this 10th day of May 2004



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

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

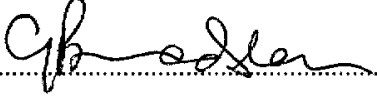
04 / 0495

Order Revoking Licence

TO: River Partners Pty Ltd, ACN: 085 334 621("the Licensee")
L 5, 75 HINDMARSH SQ
ADELAIDE SA 5000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001** ("the Act"), the Australian Securities and Investments Commission hereby revokes Licence Number 226142 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 11th day of May 2004.

Signed

Greg Bradshaw, a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 257D(4) and Paragraph 951B(1)(a) – Exemptions**

Pursuant to subsection 257D(4) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") exempts the person named in Schedule A from compliance with section 257D of the Act in the case referred to in Schedule B if and for so long as the conditions specified in Schedule D are met; and

Pursuant to paragraph 951B(1)(a) of the Act, ASIC hereby exempts the person named in Schedule A from section 941A of the Act in the case referred to in Schedule C.

Schedule A

Westpac Banking Corporation ABN 33 007 457 141 ("Westpac")

Schedule B

A share buy-back scheme to be made available to all holders of Shares on or around 31 May 2004 ("**Buy-Back Invitations**") which:

1. is substantially in the terms contemplated by the draft buy-back booklet document and the draft documents to be sent to Westpac employee shareholders and optionholders provided to ASIC on or around 6 May 2004; and
2. complies with the conditions in subsection 257B(2) of the Act, subject to subsection 257B(3) of the Act, except:
 - (a) that Westpac does not comply with paragraph (a) of subsection 257B(2) of the Act but rather the Buy-Back Invitations relate only to Shares;
 - (b) that Westpac does not comply with paragraph (b) of subsection 257B(2) of the Act but rather invites all holders of Shares, to offer for sale any number of their Shares to Westpac in accordance with the terms and conditions of the Buy-Back Invitations except that Westpac does not need to make such invitations to any shareholder who only holds Restricted Employee Shares;
 - (c) that Westpac does not comply with paragraph (c) of subsection 257B(2) of the Act but rather all persons who hold Shares in Westpac have a reasonable opportunity to offer for sale any number of their Shares to Westpac in accordance with the terms and conditions of the Buy-Back Invitations (except in respect of Restricted Employee Shares which are subject to restrictions on sale and may not be offered for sale into the buy-back);
 - (d) that Westpac does not comply with paragraph (d) of subsection 257B(2) of the Act but rather the buy-back agreements are not entered into until the Tender Period has closed.; and
 - (e) that Westpac does not comply with paragraph (e) of subsection 257B(2) of the Act but rather the Buy-Back Invitations are to be made by Westpac to every person who holds Shares for those holders to Tender their Shares to Westpac for Westpac to buy back the same percentage of their Shares subject to:

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- (i) each shareholder having the ability to nominate a maximum number of Shares which they wish to offer for sale to Westpac;
- (ii) if the shareholder has a Small Holding, that shareholder will only be permitted to lodge one Tender for all of their Shares either at a specified price within the tender range or as a Final Price Tender;
- (iii) if the shareholder holds both Shares and Restricted Employee Shares, Westpac only accepting offers in respect of the number of Shares that they hold;
- (iv) a Buy-back Invitation need not be made to Excluded Foreign Persons and any Tender received from an Excluded Foreign Person need not be accepted by Westpac; and
- (v) a Scale Back Mechanism operating in the manner described in conditions 2 and 3 of Schedule D to ensure that Westpac does not exceed the number determined by Westpac specified in condition 1 of Schedule D.

Schedule C

An invitation to holders of Shares to offer to sell Shares to Westpac pursuant to the share buy-back scheme referred to in Schedule B.

Schedule D

1. The number of Shares that Westpac buys back does not exceed approximately 60 million Shares (or such amount determined by Westpac but such amount must not exceed 10% of the smallest number, at any time during the 12 months before the date of the Buy-Back Invitations, of votes attaching to voting shares of Westpac).
2. Westpac makes it a term of the Buy-Back Invitations that:
 - (a) if the Buy-Back Price is determined by Westpac to be the Lowest Tender Price; and
 - (b) at the close of the Tender offer period, Westpac has received offers that in aggregate amount to more than the Buy-Back Amount, calculated using the Lowest Tender Price and including Final Price Tenders,then
 - (c) Tenders of Shares made at the Buy-Back Price and as a Final Price Tender will be subject to a reduction by the same proportion (pro rata) being the proportion needed to ensure that:
 - (i) after taking into account the Priority Acquisition and the Small Holding Acquisition, no more than the Buy-Back Amount is bought back; and

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- (ii) the Priority Acquisition and the Small Holding Acquisition may be made; and
 - (d) the Priority Acquisition and the Small Holding Acquisition will be made.
3. Westpac makes it a term of the Buy-Back Invitations that:
- (a) if the Buy-Back Price is determined by Westpac to be a price higher than the Lowest Tender Price; and
 - (b) at the close of the Tender offer period, Westpac has received offers that in aggregate amount to more than the Buy-Back Amount, calculated using the Buy-Back Price,
- then:
- (c) all Shares tendered at less than the Buy-Back Price will be bought back in full;
 - (d) all Shares tendered as Final Price Tenders will be bought back in full;
 - (e) Shares tendered at the Buy-Back Price (other than as Final Price Tenders) will be bought back but the number of Shares to be bought back will be subject to a reduction by the same proportion (pro rata) being the proportion needed to ensure that:
 - (i) after taking into account the Small Holding Acquisition, no more than the Buy-Back Amount is bought back; and
 - (ii) the Small Holding Acquisition may be made; and
 - (f) the Small Holding Acquisition will be made.
4. For the purpose of conditions 2 and 3 of this schedule disregard, in determining whether the proportion by which the number of each offeror's Shares is reduced is the same, any difference in proportion arising from the rounding down of fractions for the purpose of ensuring that only whole numbers of Shares are bought back, and disregard any difference in proportion arising from an adjustment to ensure that only whole numbers of Shares are bought back.
5. Westpac does not enter into any buy-back agreement until after the Tender Period has closed.
6. Disclosure is made by Westpac in any document sent to the shareholders regarding the Buy-Back Invitations to the effect that shareholders are entitled to vote at any meeting that is held during the Tender Period.

Interpretation

Buy-Back Amount means up to approximately 60 million Shares (or such amount determined by Westpac but such amount must not exceed 10% of the smallest number, at any time during the 12 months before the date of the Buy-Back Invitations, of votes attaching to voting shares of Westpac).

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Buy-Back Invitations means the invitation by Westpac to its shareholders to offer to sell Shares to Westpac.

Buy-Back Price means the price at which Westpac will buy-back shares tendered in accordance with the Buy-Back Invitations.

Excluded Foreign Person means any person holding Shares:

- (a) to whom Westpac would be prohibited from paying money pursuant to the:
 - (i) *Banking (Foreign Exchange) Regulations 1959* (Cth);
 - (ii) Part 4 of the *Charter of the United Nations Act 1945* (Cth);
 - (iii) Part of the *Charter of the United Nations (Terrorism and Dealings with Assets) Regulations 2002* (Cth);
 - (iv) *Iraq (Reconstruction and Repeal of Sanctions) Regulations 2003*; or
 - (v) any other act, rule, or regulation prohibiting Westpac from making payments to foreign persons;
- (b) to whom the Buy-Back Invitation may not lawfully be made under the laws of the jurisdiction in which they are resident; or
- (c) whose participation in the buy-back is not permitted under the laws of the jurisdiction in which they are resident.

Final Price Tender means a Tender in which the shareholder elects to receive the Buy-Back Price determined under the Buy-Back Invitations.

Lowest Tender Price means the lowest price in the price range determined by Westpac at which it will accept Tenders under the Buy-Back Invitations.

Plan means any Westpac employee incentive scheme.

Priority Acquisition means the acquisition by Westpac of:

- (a) the Priority Allocation from those shareholders who Tender more than the Priority Allocation at prices that are any one or more of the following:
 - (i) a Final Price Tender; or
 - (ii) the Buy-Back Price.
- (b) all of the Shares tendered by those shareholders who Tender a number of Shares equal to or less than the Priority Allocation at prices that are any one or more of the following:
 - (i) a Final Price Tender; or
 - (ii) the Buy-Back Price.

Priority Allocation means 200 Shares or such lesser number of Shares as is required to ensure that the Buy-Back Amount is not exceeded as a result of the aggregate number of Shares bought back by Westpac pursuant to the:

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- (a) Priority Acquisition; and
- (b) Small Holding Acquisition.

Restricted Employee Shares means fully paid ordinary shares:

- (a) held pursuant to the Plans that the holder would not be entitled to sell into the share buy-back scheme under the terms of the Plans; or
- (b) issued between 12 December and 30 December 2003 (inclusive) pursuant to the exercise of options granted under the Senior Officers' Share Purchase Scheme series 083.

Scale Back Mechanism means the reduction of Shares bought back by Westpac in the manner described in conditions 2 and 3 of Schedule D to ensure that the number determined by Westpac as specified in condition 1 of Schedule D is not exceeded and the Small Holding Acquisition may be made.

Shares means fully paid ordinary shares in the capital of Westpac (other than Restricted Employee Shares).

Small Holding means less than or equal to 200 Shares.

Small Holding Acquisition means the acquisition by Westpac of Shares from those shareholders who Tender all of their Shares at prices that are any one or more of the following:

- (a) a Final Price Tender;
- (b) the Buy-Back Price; or
- (c) below the Buy-Back Price,

and would, but for this acquisition, have had a Small Holding created as a result of the Scale Back Mechanism.

Tender means an offer made in accordance with the Buy-Back Invitations by a holder of Shares to sell to Westpac a specified number of Shares at a specified price by delivering to Westpac a tender form (which has not been withdrawn).

Tender Period means the time period beginning when the Buy-Back Invitations are open for acceptance and ending when the Buy-Back Invitations are unable to be offered (that is 31 May 2004 to 18 June 2004).

Dated this 6th day of May 2004



Signed by Belisa Jong
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 655A(1) - Declaration**

Pursuant to subsection 655A(1) of the *Corporations Act 2001* ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6 of the Act applies to the persons specified in Schedule A in respect of an agreement of the kind referred to in Schedule B and the classes of securities specified in Schedule C, as if subsection 609(7) of the Act was modified or varied to read as follows:

"A person does not have a relevant interest in securities merely because of an agreement if the agreement:

- (a) is conditional on:
 - (i) a resolution under item 7 in the table in section 611 being passed; or
 - (ii) ASIC exempting the acquisition under the agreement from the provisions of this Chapter under section 655A; or
 - (iii) a scheme of arrangement approved by the Court under Part 5.1 taking effect; and
- (b) does not confer any control over, or power to substantially influence, the exercise of a voting right attached to the securities; and
- (c) does not restrict disposal of the securities for more than 3 months from the date when the agreement is entered into.

The person acquires a relevant interest in the securities when the condition referred to in paragraph (a) is satisfied."

Schedule A

MEL International Inc (held by ANZ Nominees Limited (ACN 005 357 568) as nominee)
Dr David William Robinson
David Robinson Investments Pty Limited (ACN 010 012 076)
Mrs Denise Katherine Robinson
Biskra Pty Limited (ACN 072 174 273)
Dr David William Robinson and Mrs Denise Katherine Robinson (in their capacities as trustees of the Robinson Family Super Fund)
Mr John Joseph Robinson and Mrs Kate Margaret Robinson
Mrs Samantha Katherine Taylor (nee Robinson)
Mr Timothy Loughnan Robinson
Mr David Edward Robinson and Mrs Sarah Ruthven Robinson
Mr Anthony David Bailey and Mr Peter Alan Birch and Mr Peter Anthony Weal
Mr Peter Anthony Weal and Mrs Mary Louise Weal
Gospport No. 407 Pty Limited (ACN 003 945 702)
Mr Anthony David Bailey and Mr Ian Adrian Bailey
Mr Anthony David Bailey and Mr Peter Anthony Weal

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Mr Peter Alan Birch and Mrs Jennifer Robin Birch
Mr Peter Anthony Weal and Mrs Mary Louise Weal
Mr Anthony David Bailey and Rebecca Jane Bailey
Minatree Pty Limited (ACN 001 702 512)
Fabinshire Pty Limited (ACN 010 475 573)
Dr John Humphrey Morris
Mrs Josephine Anne Morris
Mr Michael William Lanigan
M Lanigan Superannuation Pty Limited (ACN 078 992 051)
Mrs Pamela Iris Lanigan
Mr John Andrew Mohr-Bell and Mrs Elizabeth Jacoba Mohr-Bell

Schedule B

A bidding agreement dated on or about 10 May 2004 between the persons named in Schedule A for such persons to co-operate on an exclusive basis to negotiate with Australian Food and Fibre Limited ACN 077 983 370 ("Company") for the advance and implementation of three schemes of arrangement between shareholders, optionholders and/or convertible note holders (other than in each case the persons named in Schedule A) and the Company, under which all of the Company's issued voting shares, options and convertible notes not currently held by the persons named in Schedule A are cancelled or redeemed by the Company ("Scheme of Arrangement"), which is conditional on the Scheme of Arrangement taking effect.

Schedule C

Voting shares in the Company.

Dated: 10 May 2004



Signed by :
Belisa Jong, as a delegate of the Australian Securities and Investments Commission

04 / 0503

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
Corporations Act – Sections 655A and 673 – Declarations

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

1. subsection 609(1) of the Act was omitted, and replaced with the following:

"(1) A person does not have a relevant interest in securities merely because of a mortgage, charge or other security taken or acquired by the person if:

(a) the mortgage, charge or security is taken or acquired:

(i) by a person who is a related body corporate of a person whose ordinary course of business includes the provision of financial accommodation by any means; or

(ii) for the benefit of one or more other persons in relation to financial accommodation provided by the other persons by any means; and

on ordinary commercial terms; and

(b) the person whose property is subject to the mortgage, charge or security is not an associate of any other person mentioned in this subsection."

For the purposes of this subsection a mortgage, charge or other security includes a negative pledge.

2. item 6 of section 611 of the Act was omitted and replaced with the following:

"6 An acquisition that results from the exercise by a person of a power, or appointment of a receiver, or receiver and manager, under a mortgage, charge or other security if:

(a) the ordinary business of:

(i) a related body corporate of the person; or

(ii) a related body corporate of a person or persons for the benefit of whom the person took or acquired the mortgage, charge or other security;

includes the provision of financial accommodation by any means; and

(b) the person took or acquired the security:

(i) in connection with the provision of financial accommodation by any means; or

(ii) for the benefit of one or more other persons in relation to financial accommodation provided by the other persons by any means. "

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And pursuant to subsection 673(1) of the Act, ASIC declares that Chapter 6C of the Act applies to the persons specified in Schedule A, as if section 671B of the Act were modified or varied by inserting after subsection 671B(7) of the Act the following subsection:

"(7A) For the purposes of this section and of the definition of "substantial holding" in section 9, disregard any relevant interest or voting power in securities which is disregarded for the purposes of Chapter 6 because of subsection 609(1)."

SCHEDULE A

- (a) Reco City Pte Ltd (a company incorporated in Singapore) ("Reco City") whilst it and the related bodies corporate referred to in paragraph 609(1)(a) of the Act remain indirectly wholly owned by the Minister for Finance (Inc) of the Government of Singapore; and
- (b) ABN AMRO Trustees Pty Limited ABN 12 106 424 088, as a debenture trustee to be appointed under a debenture trust deed dated on or about the date of this instrument ("Debenture Trustee").

SCHEDULE B

The acquisition of a relevant interest in ordinary shares of Thakral Holdings Limited ACN 054 346 315 ("THL Securities") as a result of:

- (a) debentures being issued to Reco City by Replay Investments Pty Limited ACN 106 160 089 ("Replay") pursuant to a subscription agreement dated on or about the date of this instrument ("Subscription Agreement") to raise approximately \$63,060,711 for Replay to acquire approximately 17.71% of THL Securities; and
- (b) Replay entering into a legal mortgage with the Debenture Trustee pursuant to a share mortgage agreement dated on or about the date of this instrument ("Share Mortgage Agreement") whereby:
 - (1) the Debenture Trustee will be the legal owner of the THL Securities; and
 - (2) the Share Mortgage Agreement includes terms which provide that:
 - (i) in the absence of an event of default under the Subscription Agreement, the Debenture Trustee is required to vote the THL Securities in accordance with the directions of Replay; and
 - (ii) after an event of a default has occurred under the Subscription Agreement, the Debenture Trustee will abstain from voting in respect of the THL Securities.

Dated: 12 May 2004



Signed by Shirley Wu
as a delegate of the Australian Securities and Investments Commission



ASIC

04/0504

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF NEIL CHARLES MANNING
AND THE CORPORATIONS ACT 2001**

To: **NEIL CHARLES MANNING**
59 Parnell Avenue
MARMION WA 6020

**BANNING ORDER PURSUANT TO SECTION 920B OF THE CORPORATIONS
ACT 2001**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS NEIL CHARLES MANNING permanently** from the date of service of this Banning Order from providing any financial services pursuant to section 920B of the Corporations Act 2001.

Dated this 7th day of May 2004.

Signed: 
GAI DI BARTOLOMEO

Delegate of the
Australian Securities and Investments Commission.



Takeovers Panel

Variation of Orders Village Roadshow

Village Roadshow Limited – Variation of Final Orders

Corporations Act
Section 657D
Variation of Final Orders

04 / 0505

In the matter of Village Roadshow Limited

Pursuant to section 657D(3) of the *Corporations Act 2001* (Cth) and pursuant to a declaration (the **Declaration**) of unacceptable circumstances made by the President of the sitting Panel on 17 February 2004, the Takeovers Panel HEREBY ORDERS that the orders made by the President of the Sitting Panel on 17 February 2004 and varied on 5 April 2004 (the **Orders**) in the matter of Village Roadshow Limited be varied by replacing the Orders with the following:

- (1) that the legal title to and beneficial ownership of the ordinary shares in Village Roadshow limited (**VRL**) listed in the Schedule (the **Sale Shares**) be vested in the Australian Securities and Investments Commission (**ASIC**) by the transfer of the Sale Shares by the holders to ASIC, to sell the Sale Shares by bookbuild and, subject to any requirement arising under the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth) or any other law of the Commonwealth relating to taxation law (**Tax Law**), account to ANZ Nominees Limited and Citicorp Nominees Pty Limited as appropriate (who shall account to any person on whose behalf they hold the Sale Shares) for the proceeds of sale, net of the costs, fees and expenses of the sale (including the costs, fees and expenses incurred by ASIC in complying with order (2)) and any costs, fees and expenses incurred by ASIC, or which ASIC reasonably estimates it will incur, in complying with these orders. If ASIC considers there to be a reasonable doubt as to whether a requirement has arisen under a Tax Law, ASIC is not required to so account for that proportion of the proceeds relating to the apparent requirement until it has determined whether a requirement has, in fact, arisen;
- (2) that ASIC retain a competent and independent broker (**Broker**) to conduct the sale, who has provided a statutory declaration which states that, having made proper inquiries, either:
 - (a) the Broker, having made proper enquiries, is not aware that it or any of its related entities that carries on business in Australia has acted in the course of a financial services business for any of the following (the **Parties**) or any associate of a Party in the past 12 months in any respect:
 - VRL;
 - Schroders and Co Zuerich;
 - Swissfirst Bank AG;

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- GNI Limited;
 - SIS Segaintersettle AG;
 - 001invest World Currency Fund Limited; and
 - Meridian Corporate Services Limited; or
- (b) if one or more of them has so acted, set out full particulars in respect of each of them of the circumstances in which it acted (including the terms of its engagement to act, the conduct involved in so acting, the amounts received by it for so acting and the circumstances in which it ceased to act).
- (3) ASIC will instruct the Broker:
- (a) that none of the Parties nor any respective associate may buy any of the Sale Shares;
 - (b) to seek to maximise the sale price of the Sale Shares;
 - (c) to obtain from any prospective purchaser of Sale Shares a statutory declaration:
 - (i) that it is not associated with any of the Parties with respect to VRL;
 - (ii) setting out all the information required under section 671B(3) of the Act in relation to the Sale Shares sought; and
 - (iii) setting out, to the best of its knowledge, the identity of any associate who is bidding for any of the Sale Shares;
- (4) without limiting ASIC's ability to seek further orders, that ASIC seek further orders from the Panel if:
- (a) the Broker is unable to dispose of the whole parcel within 6 weeks from the date of this instrument, at a price not below \$1.72 per share, without unduly depressing the market price of VRL ordinary shares;
 - (b) the Broker receives bids which are so high as to suggest that the bidder is indifferent as to the price it pays;
- (5) that each of ANZ Nominees Limited and Citicorp Nominees Pty Limited not sell, transfer, mortgage or otherwise deal with the Sale Shares (except to give effect to the vesting or sale), or exercise the votes attached to the Sale Shares, until the vesting is completed by registration of a transfer or transmission of the Sale Shares (**Transfer**);
- (6) that VRL not register any transfer or transmission of the Sale Shares (except to give effect to the vesting) or pay any dividend on the Sale Shares, until **Transfer**;
- (7) that during the period specified in order (4)(a) (or any further period ordered by the Panel in which ASIC is to dispose of the Sale Shares), without an order of

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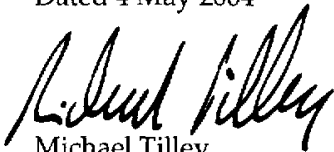
the Court or the prior approval of the Panel, VRL not reopen a poll taken at any meeting previously held or hold any general meeting at which votes attached to ordinary shares are entitled to be cast on any item of business;

- (8) that in this document, "**associate**" has the meaning given to that term by sections 12, 15 and 16 of the Act with the modification that in sub-paragraph 12(2)(a)(ii) the expression "a body corporate" is replaced by the expression "an entity";
- (9) that each party have the liberty to apply for further orders in relation to the matters covered by orders (2), (3), (4) and (7).

Schedule - the Sale Shares

- (A) 15,443,174 ordinary shares in Village Roadshow Limited held by ANZ Nominees Limited;
- (B) 4,823,854 ordinary shares in Village Roadshow Limited held by ANZ Nominees Limited; and
- (C) 3,656,850 ordinary shares in Village Roadshow Limited held by Citicorp Nominees Pty Limited.

Dated 4 May 2004



Michael Tilley
President of the Sitting Panel

0 4 / 0 5 0 6

**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 a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b)(ii) or subsection 724(1AA);";

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 a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b)(ii) or subsection 724(1AA) and which explains the effect of this paragraph and subsection 724(1AA)"; and

3. section 724 was amended by inserting the following subsection after subsection 724(1):

"724(1AA) Where a person lodges a supplementary disclosure document which relates to the matters referred to in subparagraph (1)(b)(ii) or this subsection, and the condition referred to in subparagraph (1)(b)(ii) is not satisfied within 3 months after the date of the supplementary disclosure document, the person must deal under subsection (2) with any applications for the securities made under the disclosure document to which the supplementary disclosure document relates that have not resulted in an issue or transfer of the securities. For the purpose of working out whether a condition referred to in paragraph (1)(a) has been satisfied, a person who has agreed to take securities as underwriter is taken to have applied for those securities."

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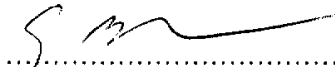
SCHEDULE A

Mount Rommel Mining Limited ("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 19 February 2004.

Dated this 13th day of May 2004

Signed: 
.....
Gadi Bloch, as delegate of the
Australian Securities and Investments Commission

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Australian Securities and Investments Commission**NOTICE UNDER SECTION 834 OF THE CORPORATIONS ACT 2001**

Notice is hereby given under section 834 of the *Corporations Act 2001* (as it continues to apply under Regulation 10.2.93 of the *Corporations Regulations 2001*) that the Australian Securities and Investments Commission has made an order in the terms set out below, which order took effect on the date of service of it on the person to whom it relates, being 20 April 2004.

"AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF PETER PRVULJ
AND SECTIONS 829, 830 AND 831(1) OF THE CORPORATIONS ACT 2001**

**To: Peter Prvulj,
Apt 602, 147 Beach Road,
PORT MELBOURNE. VIC. 3207.**

**ORDER PURSUANT TO SECTIONS 829, 830 AND 831(1) OF THE
CORPORATIONS ACT 2001**

TAKE NOTICE that pursuant to sections 829 and 830 of the Corporations Act 2001, **Peter Prvulj is prohibited from doing an act as a representative of a dealer or of an investment advisor for a period of eighteen months from the date of service of this order, PROVIDED HOWEVER that** pursuant to sub-section 831(1) of the Corporations Act 2001 **during that period he is permitted to act as a representative of Bongiorno Financial Advisors (Aust.) Ltd subject to the following conditions:**

1. Pursuant to irrevocable instructions from Mr Prvulj, Integratec (Aust) Pty Ltd will conduct four compliance audits during the 18 month period:
 - 1.1. The audits will be at irregular intervals although they will be spread out over the 18 month period;
 - 1.2. The audits will be unannounced to Mr Prvulj, his staff or his licensee;
 - 1.3. The audits will on each occasion consider 30% of those files which have been active since the previous audit, randomly selected;

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- 1.4. The audit will pay particular attention to use of advisor declarations and records of communications with clients, and any discrepancies therewith;
 - 1.5. Within four weeks of the audit, Integratec (Aust) Pty Ltd will prepare a written report on the audit;
 - 1.6. The cost of the audit and reporting shall be borne by Mr Prvulj;
2. A copy of the compliance audit report shall be forwarded to the compliance officer, Bongiorno Financial Advisors (Aust.) Ltd and to the Manager, FSR Operations, ASIC, 485 La Trobe Street, Melbourne. Vic. 3000 within four weeks of the audit taking place.

Dated this 8th day of April, 2004.

Anne Moroney

Delegate of the Australian Securities and Investments Commission."

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Australian Securities and Investments Commission

NOTICE UNDER SECTION 834 OF THE CORPORATIONS ACT 2001

Notice is hereby given under section 834 of the *Corporations Act 2001* (as it continues to apply under Regulation 10.2.93 of the *Corporations Regulations 2001*) that the Australian Securities and Investments Commission has made an order in the terms set out below, which order took effect on the date of service of it on the person to whom it relates, being 24 March 2004.

"AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
IN THE MATTER OF RONALD STANTON MOORE
AND SECTIONS 829, 830 AND 837 OF THE CORPORATIONS ACT 2001

To: Ronald Stanton Moore,
76 Molle Road,
RANSOME. QLD. 4151.

ORDER PURSUANT TO SECTIONS 829, 830 and 837 OF THE
CORPORATIONS ACT 2001

TAKE NOTICE Ronald Stanton Moore is prohibited from doing an act as a representative of a dealer or of an investment advisor for a period of three years from the date of service of this order.

Dated this 10 day of March 2004.

Signed:.....
Anne Moroney
Delegate of the
Australian Securities and Investments Commission."

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.

ALOCIT AUSTRALASIA LIMITED ACN 103 038 142 will change to a proprietary company limited by shares. The new name will be ALOCIT AUSTRALASIA PTY LTD ACN 103 038 142.

BALLINGER CORPORATE SERVICES LIMITED ACN 100 482 157 will change to a proprietary company limited by shares. The new name will be BALLINGER CORPORATE SERVICES PTY LIMITED ACN 100 482 157.

CONTINUUM TECHNOLOGIES.COM LIMITED ACN 092 170 066 will change to a proprietary company limited by shares. The new name will be CONTINUUM ENTERPRISES PTY LTD ACN 092 170 066.

GENETRAX PTY LTD ACN 095 542 528 will change to a public company limited by shares. The new name will be GENETRAX HOLDINGS LIMITED ACN 095 542 528.

IMPACT BUILDING CORPORATION LTD ACN 105 553 204 will change to a proprietary company limited by shares. The new name will be IMPACT BUILDING CORPORATION PTY LTD ACN 105 553 204.

INJURED PERSONS ASSOCIATION OF QUEENSLAND LIMITED ACN 078 624 414 will change to a proprietary company limited by shares. The new name will be IPAQ PTY LTD ACN 078 624 414.

NATURAL FUEL (DARWIN) PTY LTD ACN 106 760 418 will change to a public company limited by shares. The new name will be NATURAL FUEL LTD ACN 106 760 418.

PAMELA HANRAHAN PTY ACN 108 489 783 will change to a proprietary company limited by shares. The new name will be PAMELA HANRAHAN PTY LTD ACN 108 489 783.

PIA SERVICES LTD ACN 099 864 267 will change to a proprietary company limited by shares. The new name will be PIA SERVICES PTY LTD ACN 099 864 267.

RED SHERIFF LIMITED ACN 081 796 287 will change to a proprietary company limited by shares. The new name will be RED SHERIFF PTY LIMITED ACN 081 796 287.

SUPERANNUATION PROJECT MANAGEMENT LIMITED ACN 093 819 740 will change to a proprietary company limited by shares. The new name will be SUPERANNUATION PROJECT MANAGEMENT PTY LIMITED ACN 093 819 740.