



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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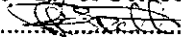
**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01/1235

TO: GT Scott Pty Ltd, ACN: 007 835 154 ("the Licensee")
109 Watson Ave
Toorak Gardens SA 5065

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 10780 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

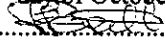
**Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence**

01 / 1236

TO: 245 Pty Ltd, ACN: 069 272 233 ("the Licensee")
Unit 6
245 Fullarton Rd
Eastwood SA 5063

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 160473 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

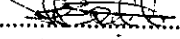
**Australian Securities & Investments Commission
Corporations Act Section 824
Order Revoking Licence**

01 / 1237

TO: Russell John Medcraft ("the Licensee")
40 Huntley Point Rd
Huntley Point NSW 2111

Pursuant to paragraph 824(d) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes the Licence Number 167859 with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

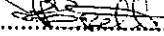
**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01/1238

TO: Macquarie Risk Management Advisory Pty Limited, ACN: 003 898 413 ("the Licensee")
Level 15
1 Martin Place
Sydney NSW 2000

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 162105 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission


**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01 / 1239

TO: Standard Chartered Australia Ltd, ACN: 000 926 670 ("the Licensee")
Level 11
345 George St
Sydney NSW 2000

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 89536 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001. -

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act Section 824
Order Revoking Licence**

01 / 1240

TO: Ian Russell Donaldson ("the Licensee")
PO Box 80
Grange QLD 4051

Pursuant to paragraph 824(d) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes the Licence Number 10890 with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

0 1 / 1 2 4 1

TO: Blackburne Properties Limited, ACN: 061 417 490 ("the Licensee")
PO Box 538
West Perth WA 6872

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 69116 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission


**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01/1242

TO: Gibson & Adamson Pty Limited, ACN: 090 618 116 ("the Licensee")
PO Box 404
Orange NSW 2800

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 194197 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01/1243

TO: Financial Planning & Strategies Pty Ltd, ACN: 081 966 654 ("the Licensee")
36a Nerang St
Southport QLD 4215

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 179809 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01/1244

TO: ACN 052 403 040 Pty Ltd, ACN: 052 403 040 ("the Licensee")
GPO Box 2266U
Melbourne VIC 3001

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 16479 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001.

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION 01/1245
CORPORATIONS ACT 2001
SUBCLAUSE 30(2) OF SCHEDULE 4
EXEMPTION

Pursuant to subclause 30(2) of Schedule 4 to the Corporations Act 2001 (Act), the Australian Securities and Investments Commission (ASIC), being satisfied that a proposed modification of the constitution of the company referred to in Schedule A (the 'credit union') will not result in or allow a modification of the mutual structure of the credit union, hereby exempts the credit union from clauses 29(1)(f), 29(1)(h), 29(4), 31, 32 and 33 of Part 5 of Schedule 4 of the Act in the case mentioned in Schedule B, on the conditions mentioned in Schedule C and for so long as those conditions are met.

SCHEDULE A

Education Credit Union Co-operative Limited (ACN 087 651 401)

SCHEDULE B

Where, the credit union is proposing to modify its constitution by the insertion of Division 2 - Reserves - into Appendix 3 to permit, in certain circumstances, the distribution of reserves only to qualifying members, in the same terms as the draft amendments that were lodged with ASIC by the credit union on 24 August 2001 and confirmed by the credit union's lawyers in subsequent correspondence to ASIC on 11 September 2001.

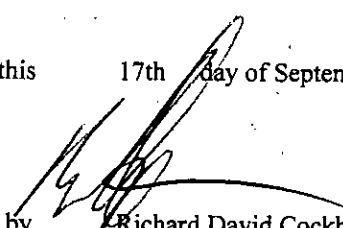
SCHEDULE C

1. The credit union must ensure that the notice of meeting at which the proposed constitutional modification mentioned in Schedule B is to be considered or a disclosure statement that accompanies that notice of meeting:

- (a) gives all the information that members would reasonably require and expect to be given to make an informed decision about the proposed modification; and
- (b) adequately sets out and explains each of the matters in paragraphs 32(1)(a) to (l) inclusive of Schedule 4 to the Act that are relevant to the proposed constitutional modification; and
- (c) is readily comprehensible for members of the credit union.

2. If the modification referred to in Schedule B is adopted, the Credit Union must ensure that Notice of Meeting and a full explanation is sent to every eligible voting member of any proposal that would have the effect of modifying or revoking Division 2 of Appendix 3 of the Constitution notwithstanding that the Credit Union has given notice under regulation 12.4.03(1) and an election is made or taken to have been made under regulation 12.4.03(4)."

Dated this 17th day of September 2001

Signed by  Richard David Cockburn
as a delegate of the Australian Securities and Investments Commission

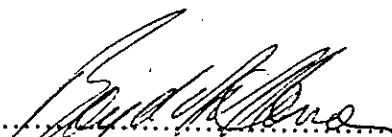
Australian Securities & Investments Commission 0 1 / 1 2 4 6
Corporations Act 2001 Section 825

Order Revoking Licence

TO: Lansdowne Management Limited ACN 089 511 802
Level 9 Toowong Tower
9 Sherwood Road
TOOWONG QLD 4066

Pursuant to paragraph 825(c) of the Corporations Act 2001 the Australian Securities and Investments Commission hereby revokes Licence Number 192112 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 4th day of October 2001

Signed 
Boyd Lachlan Honor
a delegate of the Australian Securities and Investments Commission

0 1 / 1 2 4 7

Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 283GA(1), 601QA(1) and 741(1) — Exemption

Pursuant to subsections 283GA(1) and 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

And, for the avoidance of doubt, pursuant to subsection 601QA(1) of the Act ASIC hereby exempts from section 601ED of the Act, in the case of the operation of an employee share scheme which involves a contribution plan and in relation to which the exemptions referred to in the preceding paragraph are applicable, and where the conditions of those exemptions are met, each of the following persons:

- (a) each person referred to in Schedule A;
- (b) the issuer referred to in paragraph 1 of Schedule C; and
- (c) each associated body corporate of the issuer which is involved in the operation of the employee share scheme.

SCHEDULE A — PERSONS EXEMPTED

Openwave Systems Inc., a company incorporated in Delaware, United States of America (the issuer) and any person acting for or on behalf of the issuer in relation to an offer of securities for issue or sale of the kind referred to in Schedule B.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the NASDAQ National Market and trading in which is not suspended (quoted shares);
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to the Openwave System Inc., 1999 Employee Stock Purchase Plan, which is an employee share scheme that involves an offer, issue or sale being made through a trust and which is exempted by ASIC Class Order 00/223 dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to an employee share scheme which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

- (e) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the transfer of shares (for example through the exercise of an option), meet the following requirements:

- 1 The shares the subject of the offer or option are of a body (the issuer) securities of which have been quoted on the NASDAQ National Market throughout the 27 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.

01/1247

- 2 The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
- (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date;
 - (e) the offer document must also state:
 - (i) the Australian ADI where contributions are held;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest payable (if any) on the contributions held in the account.
- 4 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and

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- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

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

- (c) an offer to a person situated at the time of receipt of the offer outside Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
- (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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

SCHEDULE D

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.
- 3 Neither the issuer nor any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the shares to which the offer relates.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of "voting power" contained in section 610 of the Act).

01 / 1247

- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 The current market price of a share shall be taken as the price published by NASDAQ National Market as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated the 9th day of October 2001



Signed by Vinh Huynh
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1) — Exemption 01/1248

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts each person in the class of persons mentioned in Schedule A from Parts 6D.2 and 6D.3 of the Law in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

Openwave Systems Inc., a company incorporated in the State of Delaware in the United States of America (the "issuer") and any person acting for or on the behalf of the issuer in relation to an offer of securities for issue or sale of the kind referred to in Schedule B.

SCHEDULE B — CASES EXEMPTED

This exemption applies to an offer of securities for issue or sale which is:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the NASDAQ National Market and trading in which is not suspended (quoted shares); and
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration; and
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b);

which is made pursuant to the Openwave Systems Inc. 1995 Stock Plan, the Openwave Systems Inc. 1996 Stock Plan and the Openwave Systems Inc. 2001 Stock Compensation Plan ("employee share schemes"), and which meets the requirements set out in Schedule C, but does not apply to:

- (d) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the issue or transfer of shares (for example through the exercise of an option), meet the following requirements

- 1 The shares the subject of the offer or option must be of a body (the issuer) securities of which have been quoted on the NASDAQ National Market throughout the 27 month period immediately preceding the offer without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be made pursuant to an employee share scheme extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The employee share schemes must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
- 4 The offer must be in writing (the "offer document") and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;

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- (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;
- (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
- (d) the offer document must include an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

5 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

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

- (c) an offer to a person situated at the time of receipt of the offer outside Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
- (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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

SCHEDULE D — CONDITIONS

01/1248

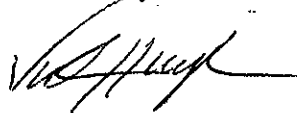
- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of "voting power" contained in section 610 of the Law).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 The current market price of a share shall be taken as the price published by the NASDAQ National Market as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated the 9th day of October 2001



Signed by Vinh Huynh
as delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 824
Order Revoking Licence**

01 / 1249

TO: Silviculture Limited ("the Licensee")
PO Box 1079
West Perth WA 6872

Pursuant to paragraph 824(824(d) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the Licence Number 197506 with effect from when this order is served on the Licensee.

Dated this 10th day of October 2001 .

Signed

Frank Varga, a delegate of the Australian Securities and Investments
Commission

**Australian Securities and Investments Commission
Corporations Act — Subsection 741(1) — Exemption 01 / 1250**

Pursuant to subsection 741(1) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission (ASIC) hereby exempts the person referred to in Schedule A from Parts 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule C and for so long as those conditions are met.

SCHEDULE A

Tricom Holdings Pty Ltd A.C.N. 098 273 824 ("offeror") and any person acting for or on behalf of the offeror.

SCHEDULE B

This exemption only applies to an offer or grant of options that meets each of the following requirements:

- 1 It is an offer or grant of options either without charge or for nominal consideration, being options for the issue or transfer of fully paid shares in a class of shares of a body (issuer) none of which at the time of the offer are quoted on the ASX or an approved foreign exchange.
- 2 The offer or grant must be made pursuant to an employee share scheme extended only to persons (offerees) who at the time of the offer are full or part-time employees or permanent private contractors or directors of the issuer or of associated bodies corporate of the issuer;
- 3 The offer or grant must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer or grant is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire options pursuant to the employee share scheme, the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme; and
 - (c) the offer document must include an undertaking that, throughout the period during which options acquired pursuant to the employee share scheme may be exercised, the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will have available a current prospectus in relation to the shares the subject of those options, which prospectus complies with the requirements of Part 6D of the Act (subject to any relief from such requirements granted by ASIC).
- 4 The employee share scheme does not involve:

- (a) any contribution plan; or
- (b) any offer, issue or sale being made through a trust.

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5 The offer is made before 31 July 2002.

SCHEDULE C

This exemption is made on the following conditions:

- 1 The offeror must provide to ASIC a copy of the offer document (which need not contain details of the offer or grant particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 If the offeree acquires options pursuant to the employee share scheme, the offeror must ensure that the issuer, as soon as practicable after the lodging with ASIC of a prospectus in relation to the shares the subject of such options, sends to the offeree either:
 - (a) a copy of that prospectus; or
 - (b) a statement which:
 - (i) meets the requirements of subsection 734(6) of the Act; and
 - (ii) informs the offeree of the manner in which a copy of that prospectus may be obtained free of charge,

provided that no such obligation shall arise if the offeree is not entitled to exercise their options before the expiry date of that prospectus.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;
(applying the definition of "voting power" contained in section 610 of the Act)
- 3 An offer under a scheme shall not be regarded as extended to a person other than an employee or permanent private contractor or director of the issuer or an associated body corporate of the issuer merely because such an employee or permanent private contractor or director may renounce an offer or grant of options or shares made to them under the scheme in favour of their nominee.
- 4 An option shall be taken to have been offered or granted for nominal consideration if and only if the total value of the consideration promised in connection with the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or

(b) 1% of the exercise price in respect of the option.

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5 Securities shall be taken to be quoted on an approved foreign exchange if and only if quoted on:

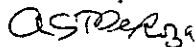
(a) the New York Stock Exchange, the American Stock Exchange, the London Stock Exchange, the Tokyo Stock Exchange, the Frankfurt Stock Exchange, the Bourse de Paris, the Toronto Stock Exchange, the Zurich Stock Exchange, the Amsterdam Stock Exchange, the Milan Stock Exchange, the Stock Exchange of Hong Kong Ltd, the Stock Exchange of Singapore Limited, the New Zealand Stock Exchange or the Kuala Lumpur Stock Exchange (main and second Boards) provided that unless otherwise expressly stated, if any such exchange has more than one board on which securities are quoted, securities shall only be taken to be quoted on that exchange if quoted on the main board of that exchange; or

(b) the NASDAQ National Market.

6 A person is a permanent private contractor if that person is engaged by the offeror, or a related body corporate of the offeror, and:

- (a) at least 80% of their total annual income is derived from the offeror or a related body corporate of the offeror; and
- (b) they been engaged by the offeror or a related body corporate of the offeror for at least 12 months prior to the making of the offer.

Dated the 11th day of October 2001



Signed by Alphonsus DeRoza
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission **01 / 1251**

Corporations Act 2001 – Subsection 655A(1) and 673(1) – Declaration

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if the Act were modified or varied by inserting the following section after subsection 609(10):

"609(11) A person does not have a relevant interest in securities or voting power in a body corporate merely because of an escrow undertaking relating to those securities of that body corporate."

And, pursuant to subsection 673(1) of the Act ASIC declares that Chapter 6C of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if immediately after subsection 671B(7) the following subsection 671B(8) were inserted:

"671B(8) For the purposes of this section and of the definition of 'substantial holding' in section 9, disregard any relevant interest in securities which is disregarded for the purposes of Chapter 6 because of subsection 609(11)."

Schedule A

JBWere Limited ACN 006 797 897 ("JBWere")

Schedule B

The escrow undertaking contained at clause 5.1(a) of the agreement entered into on 23 August 2001 between JBWere and Fraser and Neave Investments (Hong Kong) Ltd.

Dated this 11th day of October 2001



Signed by Alphonsus DeRoza
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission 01/1087
Corporations Act 2001 – Subsection 341(1) – Variation

Pursuant to subsection 341(1) of the Corporations Act 2001 the Australian Securities and Investments Commission hereby varies ASIC Class Order [98/1418] by:

1. replacing the word "Law" where it appears in the heading with the words "Act 2001";
2. replacing the words "Corporations Law ("the Law")" where appearing in the first line with the words "Corporations Act 2001 (the "Act")";
3. replacing the word "Law" with the word "Act" in each of the following places:
 - (a) in the first paragraph;
 - (b) in paragraph (h)(i);
 - (c) where first appearing in paragraph (o);
 - (d) in the heading immediately above paragraph (p);
 - (e) in each of paragraphs (p)(i), (ii) and (iii); and
 - (f) in paragraph (u)(ii);
4. in paragraph (c), replacing the words "borrowing corporation" with the words "borrower in relation to debentures";
5. in paragraph (f)(ii), replacing "s.319(4)" with the words "s.319(4) of the Corporations Law (as taken to be included in the Act by s.1408(2) of the Act)";
6. in subparagraph (i)(vi), inserting the words "Holding Entity and those" after the words "consolidation of the";
7. in paragraph (o), replacing the words "section 302 of the Law" with the words "section 302 of the Corporations Law";
8. in paragraphs (p)(i) and (ii), inserting the words "or the Corporations Law" after the word "Act" and inserting the words "of the Corporations Law" after the words "Parts 3.6 and 3.7";
9. in paragraph (p)(iii), inserting the words "or the Corporations Law" after the word "Act" and inserting the words "of the Corporations Law" after the words "Part 4.1";
10. in paragraph (q)(ii) inserting the word ", Singapore" after the words "New Zealand";
11. deleting the words "of the terms" in paragraph (s);
12. in the Schedule, deleting the words :

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"The following information for the current year with comparative information for the preceding year (comparatives only required in relation to the financial years ending on or after 1 July 1999):",

and substituting the following:

"The following information for the Relevant Financial Year with comparative information for the immediately preceding financial year:

- (i) A Statement of Financial Performance setting out the information specified by subparagraphs 4.1(e) to (k) of accounting standard AASB 1018 "Statement of Financial Performance" and, in the case of consolidated financial statements, the information specified in paragraph 34 of accounting standard AASB 1024 "Consolidated Accounts";
- (ii) Opening and closing retained profits/accumulated losses, dividends provided for or paid, and transfers to and from reserves; and
- (iii) A Statement of Financial Position complying with paragraphs 4.1, 4.2, 7.1, 7.3 and 7.4 of accounting standard AASB 1040 "Statement of Financial Position", except that if the entities concerned are, or comprise, a "financial institution" as defined by paragraph 10.1 of accounting standard AASB 1032 "Specific Disclosures by Financial Institutions" ("AASB 1032"), the information specified by paragraphs 5.1 and 5.2 of AASB 1032 may be provided instead of that specified by AASB 1040.

However, instead of the information specified above, the following information may be given for a Relevant Financial Year ending between 30 June 2001 and 30 September 2001 (both inclusive) with comparative information for the immediately preceding financial year:";

13. renumbering existing paragraphs (i) and (ii) in the Schedule as paragraphs (iv) and (v) respectively;
14. replacing the definition of "borrowing corporation" in the "Interpretation" section with the following definition:

"borrower in relation to debentures" means a body that is or will be liable to repay money under a debenture, but does not include a body that only has debentures on issue that were issued or allotted:

- (i) by excluded issues to which paragraph 66(2)(d) of the Corporations Law applied as that Law stood prior to 13 March 2000; or
 - (ii) pursuant to offers which did not need disclosure to investors under Part 6D.2 of the Act because of s.708(1) of the Act."; and
15. in paragraph (b)(i) of the definition of "Exempt Entity" in the "Interpretation" section, deleting the words:

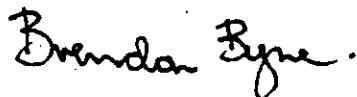
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"satisfied all of the requirements of s.319(4), or would have satisfied all of the requirements of s.319(4) of the Law",

and substituting the words :

"satisfied all of the requirements of s.319(4) of the Corporations Law (as taken to be included in the Act by s.1408(2) of the Act), or would have satisfied all of those requirements".

Dated the 4th day of October 2001



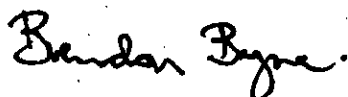
Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 88B(2) — Declaration 01/1256

Under subsection 88B(2) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission hereby declares that all persons in the following classes of members of the following professional bodies are qualified accountants for the purposes of the Act:

- (a) any member of CPA Australia (“CPAA”) who is entitled to use the post-nominals “CPA” or “FCPA”, and is subject to and complies with CPAA’s continuing professional education requirements;
- (b) any member of The Institute of Chartered Accountants in Australia (“ICAA”) who is entitled to use the post-nominals “CA”, “ACA” or “FCA”, and is subject to and complies with ICAA’s continuing professional education requirements; and
- (c) any member of the National Institute of Accountants (“NIA”) who is entitled to use the post-nominals “MNIA” or “FNIA”, and is subject to and complies with the NIA’s continuing professional education requirements.

Dated the 11th day of October 2001.



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

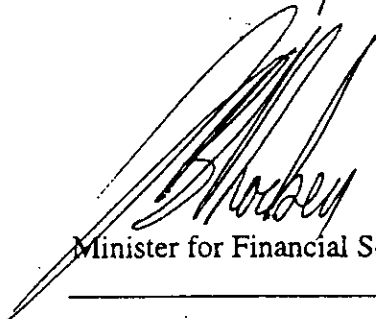


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Corporations (Exempt Futures Market) Declaration 2001

I, JOE HOCKEY, Minister for Financial Services and Regulation, make this Declaration under subsection 1127 (1) of the *Corporations Act 2001*.

Dated 27th September 2001



Minister for Financial Services and Regulation

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Part 1 Preliminary

1 Name of Declaration

This Declaration is the *Corporations (Exempt Futures Market) Declaration 2001*.

2 Commencement

This Declaration commences when it is made.

3 Definitions

In this Declaration:

Commonwealth includes an Agency as defined in section 5 of the *Financial Management and Accountability Act 1997*.

Facility Provider means a person that is of a kind specified in Schedule 1 and whose name is specified in Schedule 2.

futures market means a market or other place at which, or a facility by means of which, futures contracts may be acquired or disposed of.

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Part 2

**Declaration of specified futures
markets**

4 Specified futures markets

Each futures market conducted in Australia by a Facility Provider is an exempt futures market.

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Part 3 **Conditions to be complied with by
Facility Providers****5** **Facility Provider to be party to certain futures contracts**

A Facility Provider that conducts an exempt futures market must be a party to each futures contract acquired or disposed of in that market.

6 **Counterparty to futures contract**

A Facility Provider must be satisfied on reasonable grounds that the counterparty to each futures contract acquired or disposed of in an exempt futures market conducted by that Facility Provider is:

- (a) an Australian bank; or
- (b) an eligible money market dealer; or
- (c) a person who:
 - (i) holds a dealers licence which is unrestricted as to the kind of securities in which the licensee may deal; or
 - (ii) holds a futures brokers licence; or
 - (iii) is registered as a broker dealer under the Securities Exchange Act 1934 (US); or
 - (iv) is registered as a futures commission merchant under the Commodities Exchange Act (US); or
 - (v) is authorised to carry on investment business in the United Kingdom under the Financial Services Act 1985 (UK), other than a person who is a 'low risk firm' for the purposes of the Financial Supervision Rules 1990 issued by the Securities Investment Board; or
- (d) a person mentioned in Schedule 2; or
- (e) a person who owns tangible assets with a market value of more than \$10 million; or
- (f) a trustee of a trust, acting in that capacity, where the aggregate value of the assets of all trusts for which the trustee acts as trustee is more than \$50 million; or
- (g) a manager of a fund, acting in that capacity, where the aggregate value of the assets of all funds for which the fund manager acts as fund manager is more than \$50 million; or
- (h) the Commonwealth, a State or a Territory, or an agency of the Government of South Australia; or
- (i) a person who:
 - (i) is engaged in, or proposes to engage in, a business involving the buying, selling, production or use of a commodity, other than

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Section 9

securities, money, negotiable instruments or foreign currency (the *contract commodity*); and

- (ii) proposes to acquire a futures contract directly relating to the contract commodity or the market price of the contract commodity; and
 - (iii) during the term of the proposed futures contract, is likely to buy or sell, whether under a futures contract or other arrangement, quantities of the contract commodity having a value of more than \$10 million; and
 - (iv) on the basis of written statements provided by the Facility Provider to that person, understands the nature of the proposed futures contract and the risks associated with it; or
- (j) a related body corporate of a person mentioned in paragraphs (a) to (i).

7 Creditworthiness and other checks

Before a Facility Provider acquires or disposes of a futures contract in an exempt futures market conducted by it, the Facility Provider must:

- (a) make an assessment of the creditworthiness of the counterparty; and
- (b) be satisfied on reasonable grounds that the counterparty is:
 - (i) contracting as principal on the principal's own account; or
 - (ii) contracting on behalf of a related body corporate; or
 - (iii) contracting as trustee of a trust or manager of a managed fund and is not otherwise acquiring or disposing of the futures contract on behalf of another person.

8 Futures contracts

Each futures contract acquired or disposed of in an exempt futures market:

- (a) must create obligations that cannot be transferred or terminated without the consent of the counterparty; and
- (b) must not be supported by the credit of a clearing organisation or a mark-to-market margin and settlement system routinely involving a person who is not a party to the contract.

9 Keeping of records

- (1) A Facility Provider must keep records about each futures contract acquired or disposed of in an exempt futures market conducted by it.
- (2) The records must:
 - (a) show sufficient details of the futures contract to identify the material terms; and
 - (b) demonstrate compliance with this Declaration for the futures contract; and
 - (c) be kept in Australia for 5 years from the date of completion of the futures contract.

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Section 10

10 Assistance to ASIC

If requested by ASIC, a Facility Provider must assist ASIC to supervise compliance with this Declaration and the operation of an exempt futures market conducted by it, including by giving to ASIC:

- (a) records mentioned in section 9; and
- (b) access to the premises where, or the facility by means of which, the exempt futures market is conducted; and
- (c) an annual report of its transactions in the preceding year in the form and at the time specified by ASIC from time to time.

11 Cessation of operations

A Facility Provider must notify ASIC if it proposes to stop or stops conducting an exempt futures market or if it ceases to be a person of the kind specified in Schedule 1.

12 No misleading or deceptive conduct

A Facility Provider must, in connection with the operation of an exempt futures market conducted by it:

- (a) not engage in any conduct that is misleading or deceptive or is likely to mislead or deceive (*misleading or deceptive conduct*); and
- (b) use its best endeavours to ensure that its employees or agents or other persons acting in or in connection with the acquisition or disposal of a futures contract in the exempt futures market do not engage in misleading or deceptive conduct.

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Section 13

Part 4

Revocation of preserved Declarations

13 Revocation of preserved Declarations

The *Corporations (Exempt Futures Market— Facility Providers) Declaration 1994*, and any declaration that amended that Declaration and was preserved by section 1399 of the *Corporations Act 2001*, is revoked.

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Schedule 1 Kinds of Facility Providers

(section 3)

1. An Australian bank.
2. A banking institution whose activities are formally regulated in accordance with the standards set down by the Basle Committee on Banking Supervision.
3. An eligible money market dealer.
4. A person:
 - (a) who either:
 - (i) holds a dealers licence; or
 - (ii) holds a futures brokers licence; or
 - (iii) is registered as a broker dealer under the Securities Exchange Act 1934 (US); or
 - (iv) is registered as a futures commission merchant under the Commodities Exchange Act (US); or
 - (v) is authorised to carry on investment business in the United Kingdom under the Financial Services Act 1985 (UK), other than a person who is a 'low risk firm' for the purposes of the Finance Supervision Rules 1990 issued by the Securities Investment Board; and
 - (b) whose debt securities are rated investment grade by:
 - (i) Standard & Poors, Moodys or IBCA; or
 - (ii) for persons mentioned in subparagraph (a) (iii), (iv) or (v) — a ratings organisation whose ratings are recognised by the authority which has registered or authorised the person.
5. A person whose obligations and liabilities in relation to any futures contract acquired or disposed of by means of the futures market are guaranteed by a person mentioned in items 1 to 4.

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Schedule 2 Names of Facility Providers

(section 3)

Part 1 Australian banks

1. ABN AMRO Bank N.V.
2. Adelaide Bank Limited
3. Advance Bank Australia Limited
4. Australia and New Zealand Banking Group Limited
5. Bankers Trust Australia Limited
6. Bank of America Australia Limited
7. Bank of Queensland Limited
8. Bank of South Australia Limited
9. Bank of Tokyo Australia Limited
10. Bank of Western Australia Limited
11. Citibank Limited
12. Citibank, N.A.
13. Commonwealth Bank of Australia
14. Coöperatieve Centrale Raiffeisen-Boerenleenbank BA
15. Credit Suisse
16. Deutsche Bank AG
17. IBJ Australia Bank Limited
18. Macquarie Bank Limited
19. Mitsubishi Bank of Australia Limited
20. Morgan Guaranty Trust Company of New York
21. National Australia Bank Limited
22. NatWest Markets Australia Ltd
23. N M Rothschild & Sons (Australia) Limited
24. Standard Chartered Bank Australia Limited
25. State Bank of New South Wales Limited

Schedule 2
Part 2 Names of Facility Providers
 Other banking institutions

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26. St George Bank Limited
27. The Chase Manhattan Bank
28. The First National Bank of Chicago
29. Westpac Banking Corporation

Part 2 Other banking institutions

30. Credit Suisse Financial Products

Part 3 Money market dealers

31. Australian Gilt Discount Limited
32. SBC Australia Discount Limited

Part 4 Authorised futures brokers with investment grade debt

33. J P Morgan Australia Limited
34. SBC Australia Limited
35. Zurich Capital Markets Australia Limited

Part 5 Persons with futures contract obligations guaranteed by other banking institutions

36. ABN AMRO Australia Limited
37. ABN AMRO Equities Australia Limited
38. BBL Australia Limited
39. Chemical Australia Limited
40. CIBC Wood Gundy Australia Corporate Pty Limited
41. Credit Lyonnais Australia Limited
42. Dresdner Australia Limited
43. Merrill Lynch (Australia) Futures Limited
44. Republic Mase Australia Limited
45. RMB Australia Limited
46. SBC (Sydney) Limited
47. Schrodgers Australia Limited

Names of Facility Providers
Persons with futures contract obligations guaranteed by other banking institutions

Schedule 2
Part 5

-
- 48. ScotiaMocatta (Australia) Pty Ltd
 - 49. Societe Generale Australia Limited
 - 50. Tokai Australia Finance Corporation Limited
 - 51. UBS Australia Limited

0 1 / 1 2 5 7

Australian Securities and Investments Commission 0.1 / 1258
Corporations Act 2001
Subsection 741(1) — Exemption

Pursuant to subsection 741(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) hereby declares that Parts 6D.2 and 6D.3 of the Act shall have effect in their application to and in relation to the person and prospectus referred to in Schedule A as if sub-sections 711(6) of the Act was modified or varied by replacing the expression "13 months" with the expression "14 months".

Schedule A

The prospectus dated 7 September 2000 issued by Queensland Paulownia Forests Limited ACN 071 625 477 in relation to Queensland Paulownia Forests Project No.5 ARSN 093 987 958.

Dated 5 October 2001.

Signed

John Joseph Reghenzani

a delegate of the Australian Securities and Investment Commission.

**Australian Securities and Investments Commission
Corporations Act 2001 – Section 655A – Exemption**

0 1 / 1 2 5 9

Pursuant to paragraph 655A(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A from compliance with subsection 606(1) of the Act in the case referred to in Schedule B for so long as the conditions in Schedule C are complied with.

Schedule A

My Money Group Limited ACN 066 217 909 ("MYM")
Robbcap Pty Limited ACN 086 953 504 ("RPL")
Waltvess Pty Limited ACN 006 574 910 ("WPL")
Mr David Koch ("Koch")

Schedule B

Acquisitions by MYM, RPL, WPL or Koch of a relevant interest in between approximately 27.2% to 31.2% of the voting shares of Infochoice Limited ACN 061 105 735 ("ICH") issued to MYM pursuant to an agreement between MYM and ICH dated 14 September 2001 ("Issued ICH Shares").

Schedule C

1. MYM uses its best endeavours to cause ICH to apply to Australian Stock Exchange Limited ("ASX") for quotation of the ICH Issued Shares no later than the date on which they are issued to MYM.
2. MYM does not exercise a right to vote attaching to the Issued ICH Shares unless:
 - (a) it is exercising a right to vote while a dividend (or part of a dividend) in respect of the ICH Issued Share is unpaid;
 - (b) it is exercising a right to vote in relation to the matters set out in paragraphs (b) to (g) of the definition of "voting share" in section 9 of the Act; or
 - (c) the exercise of the right to vote has been approved in writing by ASIC prior to the exercise of that right.
3. MYM does not dispose of the Issued ICH Shares other than by distributing the Issued ICH Shares to MYM members pursuant to subsection 256C(1) of the Act, such distribution to occur as soon as practicable after the Issued ICH Shares are quoted by ASX.
4. MYM uses its best endeavours to cause ICH to obtain quotation of the Issued ICH Shares by no later than the third trading day after they are issued.

Dated 10 October 2001



Signed by Steven Rice
as a delegate of the Australian Securities and Investments Commission


**Australian Securities & Investments Commission
Corporations Act Section 825
Order Revoking Licence**

01/1260

TO: Tulloch Lodge Syndications Pty Ltd, ACN: 003 446 802 ("the Licensee")
C/o Herkess & Partners
PO Box 639
Rockdale NSW 2216

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 165891 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 11th day of October 2001.

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission



ASIC 01/1261

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF ROBERT WILLIAM THORN

AND PART 7.3 OF THE CORPORATIONS ACT 2001

To: Robert William Thorn
65 Knight Avenue
KINGS LANGLEY NSW 2147

**BANNING ORDER PURSUANT TO SECTION 829 OF THE
CORPORATIONS ACT 2001**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS ROBERT WILLIAM THORN** permanently from the date of service of this Banning Order from doing an act as a representative of a dealer or an investment adviser.

Dated this 11th day of OCTOBER 2001.

Signed: 

CYRIL JAMES REYNOLDS
Delegate of the
Australian Securities and Investments Commission.

*Your attention is drawn to sections 835 of the Corporations Act 2001, which provides that a person must not contravene a banning order relating to the person.



Takeovers Panel

Level 47, Nauru House
80 Collins Street
MELBOURNE VIC 3000

Ph: +61 3 9655 3500
Fax: +61 3 9655 3511

Internet: <http://www.takeovers.gov.au>
Email: takeovers@takeovers.gov.au

TAKEOVERS PANEL 01/1265

NOTICE OF ORDERS

In the matter of PINNACLE VRB LTD (NO 11)

On 11 October 2001, the Panel made interim orders under section 657E of the *Corporations Act* requiring Vanteck (VRB) Technology Corp to extend the period of its takeover offer for Pinnacle VRB Limited to close on a date not earlier than Friday, 19 October 2001 and requiring Pinnacle VRB Limited to postpone a general meeting of Pinnacle shareholders to a date not earlier than Monday, 22 October 2001. The Panel issued the following instrument:

CORPORATIONS ACT SECTION 657E INTERIM ORDER

PINNACLE VRB LIMITED APPLICATION BY VANTECK (VRB) TECHNOLOGY CORP

Vanteck (VRB) Technology Corp (**Vanteck**) has made an application under section 657EA of the *Corporations Act* for review by the Takeovers Panel (**the Panel**) of a decision under section 657A of the *Corporations Act* to declare that unacceptable circumstances exist in relation to the application by Ronay Investments Pty Ltd (**Ronay**) and Mr David Pethard dated 26 September 2001. The circumstances declared to be unacceptable circumstances relate to acceptances of the takeover offers (**the Bid**) made by Vanteck for Pinnacle VRB Limited (**Pinnacle**) which were made erroneously and mistakenly by Credit Suisse First Boston Australia Equities Private Limited (**CSFB**) on behalf of Ronay and other clients of CSFB on Saturday, 22 September 2001 and Sunday, 23 September 2001 (**the Acceptances**) and Vanteck's refusal to consent to withdrawal or reversal of the Acceptances.

The Bid is currently due to close on Friday, 12 October 2001 and a general meeting of Pinnacle's shareholders (**the Pinnacle EGM**) originally scheduled for Monday 1 October 2001 is now scheduled to take place on Monday, 15 October 2001.

Pursuant to section 657E of the *Corporations Act*, the Panel orders as soon as practicable after the date of this order:

1. Vanteck extend the offer period in relation to the Bid in accordance with the *Corporations Act* to close on a date not earlier than Friday, 19 October 2001; and
2. Pinnacle postpone the Pinnacle EGM to a date not earlier than Monday 22 October 2001.

Dated: 11 October 2001

Signed:

SIMON MCKEON




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Corporations (Exempt Stock Markets — Intercapital FIB Pty Ltd) Declaration 2001

I, JOE HOCKEY, Minister for Financial Services and Regulation, make this Declaration under subsection 771 (1) of the *Corporations Act 2001*.

Dated *4 October* 2001



Minister for Financial Services and Regulation

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Section 1

1 **Name of Declaration**

This Declaration is the *Corporations (Exempt Stock Markets — Intercapital FIB Pty Ltd) Declaration 2001*.

2 **Commencement**

This Declaration commences when it is made.

3 **Definitions**

In this Declaration:

Act means the *Corporations Act 2001*.

CDS market means the stock market in corporate debt securities operated under this Declaration by the operator.

CDS market rules means the rules dated 14 May 2001 for the conduct of the CDS market, as amended from time to time.

corporate debt securities means debentures that:

- (a) are issued by an Australian bank or other corporation incorporated in Australia; and
- (b) have been given a rating of at least BBB+ by Standard and Poors (Australia) Pty Ltd; and
- (c) are traded in parcels worth at least \$1 000 000.

FIS market means the stock market in fixed interest securities operated under this Declaration by the operator.

FIS market rules means the rules dated 29 March 2001 for the conduct of the FIS market, as amended from time to time.

fixed interest securities means debentures or bonds issued by:

- (a) the government of the Commonwealth or of a State or Territory; or
- (b) a semi-government authority.

operator means Intercapital FIB Pty Ltd (ACN 002 832 313).

relevant securities means either or both of the following:

- (a) corporate debt securities;
- (b) fixed interest securities.

statement period means:

- (a) the period of 12 months beginning on the day when this Declaration is made (the *first period*); and
- (b) each period of 12 months after the end of the first period.

Note For the definitions of *ASIC*, *bank*, *dealers licence*, *debenture*, *incorporated in Australia*, *securities* and *stock market*, see section 9 of the Act.

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Section 8

4 Revocation

The Declaration that was made pursuant to subsection 37(1A) of the *Securities Industry Act 1980* (SA) on 5 January 1988 by the Attorney-General and Minister for Corporate Affairs of South Australia, and maintained in existence by the operation of sections 771 and 1406 of the Act, is revoked.

5 Declaration

The CDS market and the FIS market are, subject to the conditions specified in this Declaration, exempt stock markets.

6 Market users

A person may use the CDS market or the FIS market only if the person:

- (a) holds a dealers licence; and
- (b) is carrying on a business of dealing in relevant securities; and
- (c) in the case of a person wishing to use the CDS market — has received permission from the operator to use the CDS market; and
- (d) in the case of a person wishing to use the FIS market — has received permission from the operator to use the FIS market.

7 Conduct of markets

Unless ASIC otherwise directs in writing, the CDS and FIS markets must be operated so as to provide market users with:

- (a) facilities through which relevant securities may be bought and sold; and
- (b) communications systems;

that are consistent with the descriptions of these things provided by the operator as part of the operator's applications to ASIC to conduct exempt stock markets.

Note The application to conduct the CDS market is dated 19 March 2001, and the application to conduct the FIS market is dated 28 March 2001.

8 Rules

- (1) The operator must ensure that the CDS market rules and the FIS market rules regulate the following:
 - (a) for the CDS market rules — the conduct of the CDS market;
 - (b) for the FIS market rules — the conduct of the FIS market;
 - (c) the conduct of the operator and the market users in relation to the CDS and FIS markets.
- (2) In particular, the CDS market rules and the FIS market rules must require each market user to comply with the conditions of their dealers licences.

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Section 9

9 Amendment of the rules

- (1) As soon as practicable after an amendment is made to the CDS market rules or the FIS market rules, the operator must lodge with ASIC a written notice of the amendment.

Note For the definition of *lodge*, see section 9 of the Act.

- (2) The notice must:
- (a) set out the text of the amendment; and
 - (b) specify the date on which the amendment was made; and
 - (c) explain the purpose of the amendment.
- (3) An amendment ceases to have effect:
- (a) if the notice is not lodged before the end of 21 days after the amendment is made; or
 - (b) if, before the end of 28 days after the notice is lodged, ASIC, by written notice given to the operator, disallows the amendment.

10 Duties of operator — general

- (1) The operator must comply with the conditions of its dealers licence.
- (2) The operator must not deal in, or enter into a transaction of sale or purchase of, relevant securities on the operator's own account on the CDS market or the FIS market.

Note For the meaning of *own account*, see section 9 of the Act.

- (3) The operator must not give advice about investment in relevant securities.
- (4) The operator must not hold any funds, or any relevant securities, that relate to a transaction on the CDS market or the FIS market.
- (5) Nothing in subsection (4) prevents the operator from charging a fee, including a brokerage commission, in respect of a transaction on the CDS market or the FIS market.

11 Duties of operator — internal management and market systems

The operator must establish and maintain internal management and market systems:

- (a) to give a reasonable level of assurance to ASIC that:
- (i) this Declaration will be complied with; and
 - (ii) no person other than a market user has access to the markets for the purposes of trading in relevant securities; and
 - (iii) the information presented on the CDS market and the FIS market is an accurate representation of information provided by market users; and

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Section 13

- (iv) confidential information obtained through the CDS market and the FIS market is not misused by the following persons:
 - (A) the operator;
 - (B) an officer, employee or contractor of the operator;
 - (C) a person acting as an agent of the operator in the management of the CDS market or the FIS market; and
- (b) to meet any liabilities that the operator may incur in conducting either or both of the CDS or FIS markets.

12 Statements to ASIC

- (1) The operator must give to ASIC a separate statement for each of the CDS and FIS markets, signed by or for the directors of the operator, detailing:
 - (a) the extent to which the operator has complied with the following:
 - (i) this Declaration;
 - (ii) for a statement relating to the CDS market — the CDS market rules;
 - (iii) for a statement relating to the FIS market — the FIS market rules; and
 - (b) any other matter that ASIC requires the operator, in writing, to include in the statement.
- (2) A statement must be given for each statement period, whether or not the CDS or FIS markets are operated in that period.
- (3) If the CDS market or the FIS market is not operated in a statement period, the statement for the market concerned for that period must include the words 'nil return'.
- (4) A statement must be given to ASIC before the end of 1 month after the end of the statement period for which the statement is made.

13 Other information to be given by operator

- (1) The operator must notify ASIC in writing of the occurrence of any of the following events, before the end of 7 days after the event:
 - (a) a breach by the operator of this Declaration;
 - (b) the conviction of a director or executive officer of the operator of an offence involving:
 - (i) fraud or dishonesty; or
 - (ii) failure to comply with the Act;
 - (c) the insolvency of a director or executive officer of the operator.

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Section 14

- (2) Subsection (3) applies if the operator reasonably believes that a person has done, is doing or is about to do anything that:
 - (a) constitutes a breach of:
 - (i) a provision of the Act that relates to the CDS market or the FIS market; or
 - (ii) this Declaration; or
 - (iii) the CDS market rules or the FIS market rules; or
 - (b) had, or might have, an adverse effect on the integrity and fairness of the CDS market or the FIS market.
- (3) The operator must give to ASIC written particulars of:
 - (a) the actual or anticipated breach or conduct; and
 - (b) the grounds for believing that the breach or conduct has been, is being or is about to be, committed.
- (4) Particulars under subsection (3) must be given as soon as reasonably practicable after the operator becomes aware of the actual or anticipated breach or conduct.

14 Access by ASIC to premises and information

If a person authorised by ASIC reasonably requests information from the operator, the operator must give the information and reasonable assistance to the person, including full and free access to:

- (a) the premises of the operator where the CDS market, or the FIS market, is conducted; and
- (b) any document that relates to either the CDS market or the FIS market or to any transactions conducted through the markets that the operator has in its possession.

15 Operator must take appropriate action in certain circumstances

- (1) If the operator suspects that improper practices that may adversely affect a market user, or the CDS market or the FIS market, are occurring, or are about to occur, in the market concerned, the operator must take appropriate action that is in the best interests of market users.
- (2) In subsection (1), *appropriate action* may include suspending the market under subsection 16 (1).
- (3) If the operator takes appropriate action under subsection (1), other than the action mentioned in subsection (2), the operator must notify ASIC in writing of the action, and the reasons for it, within 5 business days of the action being taken.

Note The requirement to notify ASIC of a suspension is contained in subsection 16 (2).

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Section 17

16 Suspension of operation of the markets

- (1) Subject to this section, the operator may suspend the operation of the CDS market or the FIS market (or both).
- (2) If the operator suspends the operation of the CDS market or the FIS market because the operator suspected that improper practices that may adversely affect a market user, or the CDS market or the FIS market, were occurring, or were about to occur, in the market concerned, the operator must notify ASIC in writing of the suspension, and the particular reasons for it, within 5 business days of the suspension.
- (3) The operator must suspend the operation of the CDS market or the FIS market if directed to do so by ASIC.

17 Termination of markets

- (1) Subject to this section, the operator may terminate the CDS market or the FIS market (or both).
- (2) Termination of the CDS market or the FIS market must be in accordance with:
 - (a) in the case of the CDS market — the CDS market rules; and
 - (b) in the case of the FIS market — the FIS market rules.
- (3) If the operator proposes to terminate the CDS market or the FIS market, the operator must notify ASIC in writing of the proposal, and the reasons for it, at least 5 business days before the date of the proposed termination.
- (4) The operator must terminate the CDS market or the FIS market if directed to do so by ASIC.

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001
SECTION 1113A - DECLARATION**

01/1267

PURSUANT to subsection 1113A(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) hereby declares that Division 3 of Part 7.13 of the Act is to apply to the non-marketable securities referred to in the Schedule as if those securities were marketable securities within the meaning of that Division.

And pursuant to subsection 1113A(2) of the Act ASIC hereby declares that Division 3 of Part 7.13 of the Act has effect in its application to the securities referred to in the Schedule as if:

1. section 1097 were modified by:
 - (a) inserting the words "(subject to subsection 1097(5))" after the word "means" in the definitions of "eligible body" and "issuing body" in subsection (1);
 - (b) inserting the following definition after the definition of "legal representative" in subsection (1):

""listed for quotation", in relation to a marketable security or marketable right that is a warrant issued in accordance with Section 8 of the Business Rules of ASX, includes admitted to trading status under those Rules;"; and
 - (c) inserting the following subsection after subsection 1097(4):

"1097(5) The terms "eligible body" and "issuing body", in relation to a warrant issued in accordance with Section 8 of the Business Rules of ASX, include the Warrant-Issuer under those Rules."; and

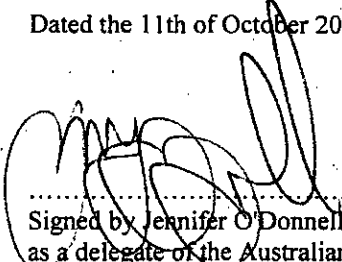
2. section 1097A were modified by omitting subsection 1097A(4) and substituting the following subsection:

"1097A(4) For the purposes of subsections (1) and (2), marketable securities or marketable rights that are warrants issued in accordance with Section 8 of the Business Rules of ASX are taken to have stopped being listed for quotation when the warrants lose their trading status under those Rules."

Schedule

Warrants over units in the trust known as Diamonds Trust, Series 1 which trust is quoted on the American Stock Exchange, being warrants admitted to trading status under Section 8 of the Business Rules of ASX and issued by SG Australia Limited (ACN 002 093 021) pursuant to an Offering Circular substantially in the form of that provided to ASIC on 3 October 2001.

Dated the 11th of October 2001.


Signed by Jennifer O'Donnell
as a delegate of the Australian Securities and Investments Commission



**Takeovers
Panel**

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TAKEOVERS PANEL

NOTICE OF DECISION

IN THE MATTER OF BIGSHOP.COM.AU LIMITED (NO 3)

On 5 October 2001, the Panel made interim orders under section 657E of the *Corporations Act*. Reasons for the Panel's decision will be made available on the Panel's website at www.takeovers.gov.au. The Panel issued the following instrument:

TAKEOVERS PANEL

Corporations Act
Section 657E
Interim Orders

On 5 October 2001, the Takeovers Panel (the Panel) decided to make interim orders under section 657E of the *Corporations Act* (the Act) in relation to an application dated 5 October 2001 by Fast Scout Limited (ACN 088 488 724) (Fast Scout) under section 657C of the Act.

Pursuant to section 657E of the *Corporations Act*, the Panel ordered that:

1. Fast Scout dispatch a replacement bidder's statement (which was substantially in the form of the draft provided to the Panel on 5 October 2001) to shareholders of Bigshop.com.au Limited not earlier than Wednesday 10 October 2001; and
2. Fast Scout was not required to dispatch any bidder's statement prior to Wednesday 10 October 2001.

Dated: 12 October 2001

Signed:

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President

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**Australian Securities and Investments Commission
Corporations Act- Paragraphs 601QA(1)(a) and (b) - Exemptions and Declaration**

Pursuant to paragraph 601QA(1)(b) of the Corporations Act ("the Act") the Australian Securities and Investments Commission ("Commission") hereby declares that Chapter 5C applies in respect of the person specified in Schedule A in the case specified in Schedule B as if paragraph 601GA(1)(a) was omitted and replaced by the following:

"the consideration that is to be paid to acquire a stapled security, except to the extent the constitution contains provisions to the effect that:

- (i) stapled securities may be issued, at a price determined by the responsible entity, while the scheme is included in the Official List of the Exchange or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations and stapled securities or, if the stapled securities to be issued are in a class of stapled securities, stapled securities of that class have not been suspended from quotation where the issue is not to the responsible entity or any person associated with it

and, in the case where:

- (A) the issue (together with any other issues of stapled securities up to one year previously, at a consideration determined by the responsible entity, other than an issue approved or ratified by members or before the registration of the scheme holders of stapled securities under an approved deed relating to the scheme in accordance with subparagraphs (C) to (H) or corresponding provisions in the approved deed and issues in accordance with other provisions of the constitution or any other provision permitted to be contained in the approved deed under a declaration made pursuant to s1069(3) of the Corporations Law as it was in force prior to 1 July 1998 ("the Law") in respect of the covenant described in subparagraph 1069(1)(b)(ii) of the Law) is of stapled securities that would, immediately after the issue, comprise more than 10% of either:

- all of the stapled securities; or
- the stapled securities on issue in the scheme in the same class as the stapled securities comprised in the issue,

or

- (B) the amount by which the issue price of the stapled securities is less than the current market price for the stapled securities (if applicable, of that class) exceeds 10%,

the following requirements are also satisfied:

- (C) the members of the scheme approve the issue;
- (D) if the stapled securities 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 considers 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 subparagraph (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 stapled securities 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 subparagraphs (G) any vote of a person to whom the stapled securities are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed;
- (ii) stapled securities may be issued, at a price determined by the responsible entity if the only contributions that may be used in common with or pooled with any other asset in the scheme (other than between joint tenants or tenants in common, not being the responsible entity or an associate of the responsible entity and being a person known to the other tenant prior to being offered a stapled security for subscription, in respect of the same stapled security) are either money placed in a bank account held by the responsible entity or its agents on trust or are not proprietary rights and no income in which a member has any interest shall be paid or ascertained by dividing up a pool (other than as between such tenants);
- (iii) stapled securities, other than options to subscribe for stapled securities, 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 the stapled securities offered are in the same class;
 - (B) the price of all the stapled securities offered is the same;
 - (C) the amount by which the price of the stapled securities 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 stapled securities offered to each member is proportionate to the value of that member's stapled securities,
- 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 jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the stapled securities to the foreign members if the stapled securities 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;
- (iv) an option to subscribe for a stapled security ("Option") may be issued, and a stapled security 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

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only and all the then members of the scheme in proportion to the value of their stapled securities if:

- (A) all the Options offered are in the same class;
- (B) the issue and exercise price of all the Options offered is the same;
- (C) the amount by which the exercise price of the Options 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 Options offered to each member is proportionate to the value of that member's stapled securities,

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

(v) an interest in the scheme, other than an option to subscribe for 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; and
- (E) the amount by which the price of the interest 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 in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if the interests 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;

(vi) a stapled security in a class quoted on the Exchange and not suspended 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 the stapled security has not been paid when called and, in accordance with the terms of the constitutions, the stapled security has consequently been forfeited to the responsible entity on trust for the members;
- (B) the sale of the forfeited stapled security is in accordance with section 254Q of the Act other than subsections 254Q(1), 254Q(10) and 254Q(13) as if the stapled securities were shares, the scheme was the company and the responsible entity was the directors of the company; and
- (vii) the responsible entity of the scheme may determine what part of the application price for stapled securities applies to interests in the scheme and what part of the application price applies to shares in Mirvac Limited (ACN 003 280 699).

And pursuant to paragraph 601QA(1)(a) of the Act, the Commission hereby exempts the responsible entity from paragraph 601FC(1)(d) of the Act to the extent that it requires the responsible entity to treat members of the same class equally where the responsible entity is acting in accordance with a provision of the constitution to the effect that if the responsible entity reasonably considers that it would in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the stapled securities to the foreign members if the stapled securities 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.

Schedule A

Mirvac Funds Limited (ACN 002 561 640) as the responsible entity of the Mirvac Property Trust (ARSN 086 780 645) ("the responsible entity").

Schedule B


For as long as all units in the Mirvac Property Trust (ARSN 086 780 645) ("the scheme") remain stapled with shares in Mirvac Limited (ACN 003 280 699) and are traded on Australian Stock Exchange as a stapled security.

Interpretation:

"stapled security" means one unit in the scheme and one share in Mirvac Limited (ACN 003 280 699) which are stapled together and are traded on the Australian Stock Exchange as a stapled security.

Dated this 17th day of September 2001

Signed by:



Alison Haines as delegate of the Australian Securities and Investments Commission.

Australian Securities & Investments Commission - Exemption 01/1277
Corporations Law Sub-Section 601QA(1)(b)

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("the Commission") hereby declares that the provisions of Chapter 5C of the Law apply to each person specified in Schedule A on the conditions set out in Schedule B and for so long as they are met, as if those provisions were modified or varied as follows:

1. Replace paragraph 601FC(1)(c) with the following:

"(c) act in the best interests of the members, having regard to their interests as stapled security holders in the Mirvac Group as a whole, comprising interests in each of the Mirvac Property Trust and Mirvac Limited, and, if there is a conflict between the members' interests and its own interests, give priority to the members' interests; and"

2. Replace paragraph 601FD(1)(c) with the following:

"(c) act in the best interests of the members, having regard to their interests as stapled security holders in the Mirvac Group as a whole, comprising interests in each of the Mirvac Property Trust and Mirvac Limited, and, if there is a conflict between the members' interests and the interests of the responsible entity, give priority to the members' interests; and"

Schedule A

Mirvac Funds Limited (ACN 002 561 640) as responsible entity of the Mirvac Property Trust (ARSN 086 780 645)

Schedule B

All issued units in the Mirvac Property Trust and all issued shares in Mirvac Limited (ACN 003 280 699) are stapled (as defined in the constitutions for each of the Mirvac Property Trust and Mirvac Limited)

Dated the 17th day of September 2001.

Signed.....

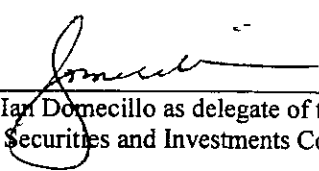
Alison Haines, a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission 0 1 / 1 2 7 8
Corporations Act
Subsection 601QA(1)(a) and subsection 741(1)(a)
Exemption and Variation

Pursuant to subsections 601QA(1)(a) and 741(1)(a) of the Corporations Act (the "Act") the Australian Securities and Investments Commission ("ASIC") varies the instrument of exemption under those subsections granted by Shanaz Khan to Hillross Financial Services Limited (ACN 003 323 055) on 30 March 2001 in relation to a scheme called The Investment Service ARSN 089 056 879 as follows:

Insert at the end of paragraph 1(k)(ii) the words "However, for the year ending 30 June 2001 the annual audit report may be given within four months of that financial year."

Dated this 28th day of September 2001

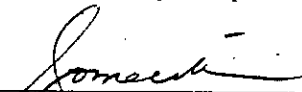

Signed by Ian Domicillo as delegate of the
Australian Securities and Investments Commission

Australian Securities and Investments Commission 01 / 1279
Corporations Act
Subsection 601QA(1)(a) and subsection 741(1)(a)
Exemption and Variation

Pursuant to subsections 601QA(1)(a) and 741(1)(a) of the Corporations Act (the "Act") the Australian Securities and Investments Commission ("ASIC") varies the instrument of exemption under those subsections granted by Shanaz Khan to Hillross Financial Services Limited (ACN 003 323 055) on 30 March 2001 in relation to a scheme called The Investment Service ARSN 089 056 879 as follows:

Insert at the end of paragraph 1(k)(ii) the words "However, for the year ending 30 June 2001 the annual audit report may be given within four months of that financial year."

Dated this 28th day of September 2001


Signed by Ian Domicillo as delegate of the
Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act, 2001
Paragraph 601QA(1)(a) – Exemption

01/1280

Pursuant to 601QA(1)(a) of the Corporations Act, 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts from the requirements of the Act as modified by subparagraph 2(c)(xi) of ASIC's Class Order 00/210 the person referred to in Schedule A, in relation to the services specified in Schedule B, on the condition contained in Schedule C.

Schedule A

Perpetual Trustee Company Limited ACN 000 001 007

Schedule B

1. Perpetual's Portfolio Management Services.
2. Perpetual's Portfolio Administration Service.

Schedule C

That the information required to be given to clients as specified in subparagraph 2(c)(xi) of ASIC's Class Order 00/210 is given or caused to be given on or before 15 October 2001.

Dated the 28th of September 2001



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

Australian Securities and Investments Commission

01/1281

Corporations Act — Paragraphs 601QA(1)(a) — Exemption

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Cth) ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with section 601LC of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.

Schedule A

The responsible entity of PA Property Trust ARSN 089 988 296 ("**Responsible Entity**")

Schedule B

Any financial benefit given by:

1. the Responsible Entity; or
2. an entity that the Responsible Entity controls; or
3. an agent of, or a person engaged by, the Responsible Entity,

out of the property of PA Property Trust ("**Scheme**") or which could endanger the Scheme property, to James Fielding Holdings Limited ACN 093 200 965 ("**Company**") or any of the Company's wholly owned subsidiaries, other than the Responsible Entity of the Scheme.

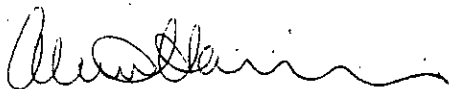
Schedule C

For so long as units in the Scheme and shares in the Company may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 28th day of September 2001



Signed by Alison Haines as delegate of the
Australian Securities and Investments Commission

Australian Securities and Investments Commission 0 1 / 1 2 8 2

Corporations Act --- Paragraph 601QA(1)(b) --- Declaration

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (Cth) ("Act") the Australian Securities and Investments Commission ("ASIC") declares that the provisions of Chapter 5C of the Act will apply in respect of the person specified in Schedule A on the condition specified in Schedule B and for so long as it is met, as if those provisions were modified or varied as follows:

1. Replace paragraph 601FC(1)(c) with the following:

"(c) act in the best interests of members, having regard to their interests as stapled security holders, and, if there is a conflict between the interests of the stapled security holders and the interests of the responsible entity, give priority to the interests of the stapled security holders; and"
2. Replace paragraph 601FD(1)(c) with the following:

"(c) act in the best interests of members, having regard to their interests as stapled security holders, and if there is a conflict between the interests of the stapled security holders and the interests of the responsible entity, give priority to the interests of the stapled security holders; and"

Schedule A

The responsible entity of PA Property Trust ARSN 089 988 296

Schedule B

For so long as units in PA Property Trust ("scheme") and shares in James Fielding Holdings Limited ACN 093 200 965 ("Company") may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 28th day of September 2001



Signed by Alison Haines as delegate of the
Australian Securities and Investments Commission

Australian Securities and Investments Commission 01/1283
Corporations Act — Paragraphs 601QA(1)(a) — Exemption

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Cth) ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with section 208 of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.

Schedule A

James Fielding Holdings Limited ACN 093 200 965 ("Company") and each of the Company's wholly owned public company subsidiaries, from time to time.

Schedule B

Any financial benefit given by the Company or any of the Company's wholly owned public company subsidiaries, from time to time, to PA Property Trust ARSN 089 988 296 ("Scheme").

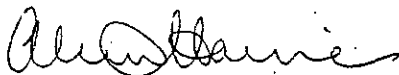
Schedule C

For so long as units in the Scheme and shares in the Company may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 28th day of September 2001



Signed by Alison Haines as delegate of the
Australian Securities and Investments Commission

Australian Securities and Investments Commission 0 1 / 1 2 8 4
Corporations Act — Paragraphs 601QA(1)(a) — Exemption

Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 (Cth) ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with paragraph 601FC(1)(d) of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.

Schedule A

The responsible entity of PA Property Trust ARSN 089 988 296 ("**Responsible Entity**")

Schedule B

The Responsible Entity may exclude certain members, that are connected to a jurisdiction outside Australia and New Zealand ("**foreign members**"), from holding stapled securities upon implementation of the proposal to staple units in PA Property Trust ("**Scheme**") to shares in James Fielding Holdings Limited ACN 093 200 965 ("**Company**").

Schedule C

1. The proposal to staple units in the Scheme to shares in the Company being approved by unitholders in the Scheme, as set out in the notice of meeting and explanatory statement for the Scheme unitholder meeting, at which the vote on the proposal will take place.
2. The Responsible Entity reasonably considers that it would be in the best interests of members and not unfair to foreign members to exclude foreign members from holding stapled securities.
3. Foreign members' stapled securities are sold.
4. The Responsible Entity takes reasonable steps to maximise the sale price net of expenses of the sale.
5. Foreign members are promptly paid the net sale price.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 28th day of September 2001



Signed by Alison Haines as delegate of the
Australian Securities and Investments Commission

0 1 / 1 2 8 5

Australian Securities and Investments Commission
Corporations Act — Paragraphs 601QA(1)(b) — Declaration

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (Cth) ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C applies in respect of the person specified in Schedule A in the case specified in Schedule B as if the following words were added to the end of paragraph 601GA(1)(a):

"except to the extent the constitution contains provisions to the effect that:

- (i) 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 Exchange or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations and stapled securities or, if the stapled securities to be issued are in a class of stapled securities, stapled securities of that class have not been suspended from quotation where the issue 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 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 stapled securities is less than the current market price for the stapled securities (if applicable, of that class) exceeds 10%,

the following requirements are also satisfied:

- (C) the members of the scheme 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 considers 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 subparagraph (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of

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all the interests of members entitled to 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.
- (ii) 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 to only and all the then members of the scheme if:
 - (A) all 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 for a stapled security 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 jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if the interests 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.

- (iii) an option to subscribe for an interest in the scheme ("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 for a stapled security 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 jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the Options to the foreign members if the Options 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.

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- (iv) an interest in the scheme, other than an option to subscribe for an interest in the scheme, 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; and
 - (E) the amount by which the price for a stapled security 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 in the best interests of members to exclude certain members that are connected to a jurisdiction outside Australia ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if the interests 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.

- (v) where stapled securities are quoted on the Exchange and not suspended, an interest in the scheme 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 the 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;
 - (B) the sale of the forfeited interest is in accordance with section 254Q of the Law other than subsections 254Q(1), 254Q(10) and 254Q(13) as if the interests were shares, the scheme was the company and the responsible entity was the directors of the company."
- (vi) while the scheme is included in the Official List of the Exchange or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the Corporations Regulations and interests in the scheme are traded as part of stapled securities and have not been suspended from quotation, interests in the scheme may be issued at a price determined by the responsible entity, and:
- (A) an interest in the scheme may only be issued, transferred or redeemed together with an interest in James Fielding Holdings Limited ACN 093 200 965 ("Company");

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- (B) the sum of the prices at which the interest in the scheme and the interest in the Company are issued must be equal to the price at which the stapled security is issued in accordance with the provisions of the constitution of the scheme and the constitution of the Company;
- (C) the responsible entity may allocate the issue price for the stapled security between the interest in the scheme and the interest in the Company in accordance with the provisions set out in the constitution of the scheme; and
- (D) any relevant disclosure document discloses that the exemption has been granted to allocate the issue price as per paragraph (C).

Schedule A

The responsible entity of PA Property Trust ARSN 089 988 296 ("**responsible entity**")

Schedule B

For so long as units in PA Property Trust ("**scheme**") and shares in the Company may only be traded or transferred as stapled securities.

Interpretation:

"stapled security" means a security that may only be traded or transferred on the Australian Stock Exchange as one indivisible security and which consists of a unit in the scheme which is stapled to a share in the Company.

Dated this 3rd day of October 2001



Signed by Alison Haines

as delegate of the Australian Securities and Investments Commission



01 / 1286

Corporations (Exempt Stock Market — asiabondportal.com (HK) Limited) Declaration 2001

I, CHARLES RODERICK KEMP, Assistant Treasurer, make this Declaration under subsection 771 (1) of the *Corporations Act 2001*.

Dated 4th October 2001

Assistant Treasurer

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1 Name of Declaration

This Declaration is the *Corporations (Exempt Stock Market — asiabondportal.com (HK) Limited) Declaration 2001*.

2 Commencement

This Declaration commences when it is made.

3 Definitions

In this Declaration:

Act means the *Corporations Act 2001*.

asiabondportal.com Inc means the holding company of the operator.

Note asiabondportal.com Inc is incorporated under the laws of the Cayman Islands.

asiabondportal.com stock market means the stock market in eligible securities operated under this Declaration by one or more brokers and the operator.

asiabondportal.com website means the website on which the asiabondportal.com stock market is operated.

broker means a person who:

- (a) has been appointed in accordance with section 6; and
- (b) from time to time provides services to market users who are accessing the asiabondportal.com website from a location in Australia.

content, in relation to a content agreement, includes bond data, credit reports, market commentary, market reports and market research reports.

content agreement means an agreement, between asiabondportal.com Inc and a broker, about the provision by the broker of content that is to be posted on the asiabondportal.com website.

eligible securities means securities to which this Declaration applies under section 5.

market user has the meaning given by section 8.

operator means asiabondportal.com (HK) Limited (ABRN 097 645 353).

rules means the rules for the conduct of the asiabondportal.com stock market that are:

- (a) contained in a document called 'Terms of Use'; and
 - (b) dated 24 July 2001;
- as amended from time to time.

statement period means:

- (a) the period of 12 months beginning on the day when this Declaration is made (the *first period*); and
- (b) each period of 12 months after the end of the first period.

trading services agreement means an agreement, between asiabondportal.com Inc and a broker, about:

- (a) the provision of prices and related information by the broker on the asiabondportal.com website; and
- (b) the facilitation of transactions with market users through the asiabondportal.com stock market.

Note For the definitions of *ASIC*, *dealers licence*, *holding company*, *securities* and *stock market*, see section 9 of the Act.

4 Declaration

The asiabondportal.com stock market is, subject to the conditions specified in this Declaration, an exempt stock market.

5 Application

This Declaration applies to debentures the trade of which is facilitated using the asiabondportal.com stock market.

Note For the definition of *debenture*, see section 9 of the Act.

6 Appointment of broker

- (1) The operator may appoint one or more persons as brokers.
- (2) The operator must not appoint a person as a broker unless the person:
 - (a) holds a current dealers licence; and
 - (b) is already carrying on a business of dealing in debentures; and
 - (c) is a party to a content agreement and a trading services agreement, or is a subsidiary of an entity that is a party to a content agreement and a trading services agreement.

Note For the definitions of *entity* and *subsidiary*, see section 9 of the Act.

- (3) The operator must notify ASIC of an appointment of a broker within 5 business days after the appointment is made.

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7 Termination of a broker's appointment

- (1) The operator may terminate a person's appointment as a broker.
- (2) If the operator terminates an appointment, the operator must give a notice of the termination to ASIC and to the person to whom the termination relates.
- (3) ASIC may direct the operator to terminate a person's appointment as a broker.
- (4) If ASIC gives a direction under subsection (3), ASIC must also give a notice of the direction to the person to whom the direction to terminate relates.
- (5) If the operator receives a direction from ASIC under subsection (3), the operator must comply with the direction immediately.
- (6) A notice under subsection (2) or (4) must:
 - (a) be in writing; and
 - (b) set out the reasons for the decision to terminate the appointment; and
 - (c) be sent to the person to whom the termination or the direction to terminate relates within 5 business days after the appointment is terminated or the direction is issued.
- (7) A termination under this section takes effect when the notice is sent to the person in accordance with paragraph (6) (c).

8 Market users

A market user must be a person:

- (a) who has access to the asiabondportal.com website from a location in Australia; and
- (b) who:
 - (i) is not a retail investor, within the meaning of subregulation 7.3.02B (8) of the *Corporations Regulations 2001*; or
 - (ii) would be required to pay at least \$500 000 for eligible securities on acceptance of an offer to buy; or
 - (iii) is 1 or more of the following:
 - (A) a regulated superannuation fund;
 - (B) an approved deposit fund;
 - (C) a pooled superannuation trust;
 - (D) a public sector superannuation scheme, within the meaning of the *Superannuation Industry (Supervision) Act 1993*, that has net assets of at least \$10 million;
 - (E) a person who controls at least \$10 million, including any amount held by an associate under a trust that the person manages, for the purpose of investment in securities.

Section 12

9 Operation of asiabondportal.com stock market

Unless ASIC directs otherwise in writing, the asiabondportal.com stock market must be operated so as:

- (a) to provide market users with:
 - (i) average indicative or firm price information on eligible securities; and
 - (ii) a communications system that is consistent with the description provided by the operator as part of the operator's application to ASIC to conduct an exempt stock market for section 771 of the Act; and
- (b) to ensure that market users deal only with Australian licensed securities dealers.

10 Content of the rules

The operator must ensure that the rules prescribe requirements relating to the way in which information about eligible securities is made available to market users.

11 Amendment of the rules

- (1) As soon as practicable after an amendment is made to the rules, the operator must lodge with ASIC a written notice of the amendment.

Note For the definition of *lodge*, see section 9 of the Act.

- (2) The notice must:
 - (a) set out the text of the amendment; and
 - (b) specify the date on which the amendment was made; and
 - (c) contain an explanation of the purpose of the amendment.
- (3) If the notice is not lodged before the end of 21 days after the amendment is made, the amendment ceases to have effect.
- (4) If, before the end of 28 days after the notice is lodged, ASIC, by written notice given to the operator, disallows the amendment, the amendment ceases to have effect.

12 Duties of broker and operator

- (1) Each broker must comply with the rules and conditions of its dealers licence.
- (2) If the operator holds a dealers licence, the operator must comply with the rules and conditions of the licence.
- (3) The operator must not:
 - (a) deal in eligible securities; or

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- (b) hold any funds or securities that relate to transactions arising from the operation of the asiabondportal.com stock market.
- (4) If a broker is also a market user, the broker must, in addition to complying with all of the requirements imposed on a broker by this Declaration, comply with all of the obligations imposed on a market user by this Declaration.

13 Duties of market users

A market user must participate in the asiabondportal.com stock market in accordance with the rules.

14 Internal management and market systems — broker

Each broker must establish and maintain internal management and market systems:

- (a) to give reasonable assurance to ASIC that this Declaration will be complied with by the broker; and
- (b) to meet any liabilities that the broker may incur in dealing on the asiabondportal.com stock market; and
- (c) to reasonably ensure that the information that the broker circulates on the asiabondportal.com website complies with all applicable legal requirements, including those contained in the Act and the *Trade Practices Act 1974*; and
- (d) to reasonably ensure that confidential information obtained through the asiabondportal.com website is not misused by any of the following persons:
 - (i) the broker;
 - (ii) an officer, employee or contractor of the broker;
 - (iii) a person acting as an agent of the broker in the use of the asiabondportal.com website; and
- (e) to reasonably ensure that the market users with whom the broker is dealing through the asiabondportal.com website meet the requirements of section 8.

15 Internal management and market systems — operator

The operator must establish and maintain internal management and market systems:

- (a) to give reasonable assurance to ASIC that this Declaration will be complied with; and
- (b) to meet any liabilities that the operator may incur in conducting the asiabondportal.com stock market; and
- (c) to reasonably ensure that the information presented on the asiabondportal.com website is:
 - (i) an accurate representation of information provided by brokers; or

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- (ii) calculated in accordance with the rules; and
- (d) to reasonably ensure that confidential information obtained through the asiabondportal.com website is not misused by any of the following persons:
 - (i) the operator;
 - (ii) an officer, employee or contractor of the operator;
 - (iii) a person acting as an agent of the operator in the management of the website; and
- (e) to reasonably ensure that market users meet the requirements of section 8.

16 Statements to ASIC — operator

- (1) The operator must give to ASIC a statement, signed by or for the directors of the operator, detailing:
 - (a) the extent to which the operator has complied with this Declaration and the rules; and
 - (b) any other matter that ASIC requires the operator, in writing, to include in the statement.
- (2) A statement must be given for each statement period, whether or not the asiabondportal.com stock market is operated in that period.
- (3) If the asiabondportal.com stock market is not operated in a statement period, the statement for that period must include the words 'nil return'.
- (4) A statement must be given to ASIC before the end of 1 month after the end of the statement period for which the statement is made.

17 Statements to ASIC — broker

- (1) If ASIC asks a broker to give ASIC a statement about:
 - (a) the extent to which the broker has complied with this Declaration and the rules for a specified statement period; and
 - (b) any other matter that ASIC reasonably requires the broker, in writing, to include in the statement —the broker must give the statement to ASIC within the time specified in ASIC's request.
- (2) The statement must be signed:
 - (a) by or for the directors of the broker; or
 - (b) by an authorised agent of the broker.
- (3) If the asiabondportal.com stock market has not been operated in the statement period that has been specified by ASIC in its request, the statement must include the words 'nil return'.

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Section 18

18 Other information to be given by broker and operator

- (1) The operator must notify ASIC in writing of the occurrence of any of the following events, before the end of 7 days after the event:
 - (a) a breach by a broker or the operator of this Declaration;
 - (b) the conviction of a director or executive officer of a broker or the operator involving:
 - (i) fraud or dishonesty; or
 - (ii) failure to comply with the Act;
 - (c) the insolvency of a director or executive officer of a broker or the operator.
- (2) Subsection (3) applies if a broker or the operator reasonably believes that a person has done, is doing or is about to do anything that:
 - (a) constitutes a breach of:
 - (i) a provision of the Act that relates to the asiabondportal.com stock market; or
 - (ii) this Declaration; or
 - (iii) the rules; or
 - (b) had, or might have, an adverse effect on the integrity and fairness of the asiabondportal.com stock market.
- (3) The broker or the operator must give to ASIC written particulars of:
 - (a) the actual or anticipated breach or conduct; and
 - (b) the grounds for believing that the breach or conduct has been, is being or is about to be, committed.
- (4) Particulars under subsection (3) must be given as soon as reasonably practicable after the broker or the operator becomes aware of the actual or anticipated breach or conduct.

19 Access by ASIC to premises and information

- (1) If a person authorised by ASIC reasonably requests information from a broker or the operator, the broker or the operator must give the information and reasonable assistance to the person, including full and free access to the premises and any computer system where the asiabondportal.com website may be accessed.
- (2) The operator and the broker must:
 - (a) maintain a record of any document relating to the asiabondportal.com stock market; and
 - (b) make the record available for inspection in Australia by ASIC.
- (3) The records mentioned in subsection (2) must be maintained and made available in accordance with that subsection for at least 7 years.

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Section 23

20 Operator must take appropriate action in certain circumstances

- (1) If the operator suspects that improper practices are occurring, or are about to occur, in the asiabondportal.com stock market that may adversely affect a market user, or the asiabondportal.com stock market, the operator must take appropriate action that is in the best interests of market users.
- (2) In subsection (2), *appropriate action* may include suspending the operation of the asiabondportal.com stock market under section 21.
- (3) If the operator takes appropriate action under subsection (1), other than the action mentioned in subsection (2), the operator must notify ASIC in writing of the action, and the reasons for it, within 5 business days of the action being taken.

Note The requirement to notify ASIC of a suspension is contained in subsection 21 (2).

21 Suspension of operation of asiabondportal.com stock market

- (1) Subject to this section, the operator may suspend the operation of the asiabondportal.com stock market.
- (2) If the operator suspends the operation of the asiabondportal.com stock market because the operator suspected that improper practices were occurring, or were about to occur, in the asiabondportal.com stock market that may have adversely affected a market user, or the asiabondportal.com stock market, the operator must notify ASIC in writing of the suspension, and the particular reasons for it, within 5 business days of the suspension.
- (3) The operator must suspend the operation of the asiabondportal.com stock market if directed to do so by ASIC.

22 Termination of access to asiabondportal.com website

Termination of a broker's access to the asiabondportal.com website must be in accordance with the terms of the relevant content agreement and the relevant trading services agreement.

23 Termination of asiabondportal.com stock market

- (1) Subject to this section, the operator may terminate the asiabondportal.com stock market.
- (2) If the operator proposes to terminate the asiabondportal.com stock market, the operator must notify ASIC in writing of the proposal, and the particular reasons for it, at least 5 business days before the date of the proposed termination.
- (3) The operator must terminate the asiabondportal.com stock market if directed to do so by ASIC.

Australian Securities and Investments Commission
Corporations Act
Subsection 741(1) Exemption

01/1287

Pursuant to subsection 741(1) of the Corporations Act (the "Act") the Australian Securities and Investments Commission exempts the person specified in Schedule A from compliance with subsection 719(2) of the Act in the case described in Schedule B in relation to the supplementary disclosure document described in Schedule C (the "Supplementary Disclosure Document") for the schemes mentioned in Schedule D.

Schedule A

BT Funds Management Limited ACN 002 916 458 (the "Issuer") and anyone acting for or on behalf of the Issuer.

Schedule B

Where a copy of the Supplementary Disclosure Document:

- (a) is bound with the original disclosure document in the form of a sticker affixed to the original disclosure document in a prominent and otherwise blank space containing the following words (or words to the following effect):

Lowering of minimum investment for the BT Premium Cash Fund

As from 8 October 2001, the minimum initial investment for the BT Premium Cash Fund has been reduced to \$20,000. The total minimum initial investment for the BT Private Investment Funds remains \$500,000 as stated in the prospectus. References to investment minimums throughout this prospectus (such as pages 27 and 30) should be read in light of this.

BT Premium Cash Fund – Ongoing Management Fee

Until 31 March 2002, the BT Premium Cash Fund ongoing management fee has been reduced from 0.50% per annum to 0.20% per annum. After this date the ongoing management fee will revert to 0.50% per annum. The reference to the fund's ongoing management fee on page 31 of the prospectus, and elsewhere in this document, should be read in light of this."

- (b) is identified as a supplementary disclosure document in a clear and prominent way; and
- (c) does not in any way relate to information contained in any supplementary disclosure document previously issued in relation to the same original disclosure document.

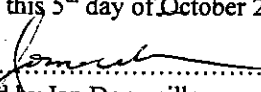
Schedule C

The supplementary disclosure document dated 8 October 2001, which relates to the original prospectus called BT Private Investments Funds dated 30 March 2001 (the "original disclosure document"), which offers units in the schemes mentioned in Schedule D.

Schedule D

BT Asset Selection Fund	ARSN 089 300 283
BT Conservative Outlook Fund	ARSN 087 593 100
BT International Share Fund	ARSN 089 299 356
BT Select Australian Share Fund	ARSN 089 299 838
BT European Growth Fund	ARSN 087 596 227
BT American Growth Fund	ARSN 087 587 906
BT Pacific Basin Fund	ARSN 087 595 131
BT Japanese Growth Fund	ARSN 091 206 272
BT Emerging Markets Fund	ARSN 089 299 990
TIME Fund	ARSN 091 737 138
BT Premium Cash Fund	ARSN 089 299 730

Dated this 5th day of October 2001


Signed by Ian Domicillo as a delegate of the
Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001
Paragraph 601QA(1)(a) – Exemption

01/1288

Pursuant to subsection 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission hereby exempts the person mentioned in Schedule A (the responsible entity) from compliance with the requirements of section 601GC(1) of the Act in relation to the registered scheme specified in Schedule B in the case set out in Schedule C and so long as the condition in Schedule D is met.

Schedule A

Commonwealth Managed Investments Limited ACN 084 098 180 the responsible entity of the registered scheme specified in Schedule B.

Schedule B

The registered scheme being Commonwealth Diversified Credit Fund ARSN 093 045 713 (the "scheme")

Schedule C

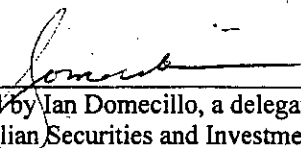
The proposal (the "proposal") to amend the constitution of the scheme by the members in order to make:

- (a) amendments in relation to the calculation of application and withdrawal prices of units and associated amendments;
- (b) amendments in relation to the timing of the calculation of application and withdrawal prices of units;
- (c) amendments in relation to the deemed incorporation into the constitution of provisions of the Corporations Act and ASIC relief;
- (d) amendments in connection with ASIC Class Order 98/1808; and
- (e) amendments which the Responsible Entity believes should be made to the constitution in connection with the possible future listing of the scheme on the official list of the Australian Stock Exchange Limited."

Schedule D

Commonwealth Bank of Australia ACN 123 124 124, the only holder of interests in the scheme, has been provided with a copy of the proposed modification and has consented in writing to the proposal.

Dated this 5th day of October 2001


Signed by Ian Domecillo, a delegate of the
Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act
Subsection 741(1) Exemption

01/1289

Pursuant to subsection 741(1) of the Corporations Act (the "Act") the Australian Securities and Investments Commission exempts the person specified in Schedule A from compliance with subsection 719(2) of the Act in the case described in Schedule B in relation to the supplementary disclosure document described in Schedule C (the "Supplementary Disclosure Document") for the schemes mentioned in Schedule D.

Schedule A

BT Funds Management Limited ACN 002 916 458 (the "Issuer") and anyone acting for or on behalf of the Issuer.

Schedule B

Where a copy of the Supplementary Disclosure Document:

- (a) is bound with the original disclosure document in the form of a sticker affixed to the original disclosure document in a prominent and otherwise blank space containing the following words (or words to the following effect):

"Lowering of minimum investment for the BT Premium Cash Fund

As from 8 October 2001, the minimum initial investment for the BT Premier Funds range has been reduced to \$20,000 if investing in the BT Premium Cash Fund only. If investing in any of the other BT Premier Funds the minimum initial investment remains \$100,000. This may be \$100,000 in one fund or \$50,000 in two funds or \$20,000 in the Premium Cash Fund and \$80,000 in another BT Premier Fund. References to investment minimums throughout this prospectus (such as pages 1, 6, 7, 8 and 26) should be read in light of this.

BT Premium Cash Fund – Ongoing Management Fee

Until 31 March 2002, the BT Premium Cash Fund ongoing management fee has been reduced from 0.50% per annum to 0.20% per annum. After this date the ongoing management fee will revert to 0.50% per annum. The reference to the fund's ongoing management fee on page 22 of the prospectus, and elsewhere in this document, should be read in light of this."

- (b) is identified as a supplementary disclosure document in a clear and prominent way; and
- (c) does not in any way relate to information contained in any supplementary disclosure document previously issued in relation to the same original disclosure document.

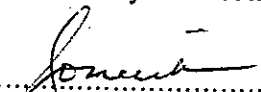
Schedule C

The second supplementary prospectus dated 8 October 2001, which relates to the original prospectus known as BT Premier Funds dated 21 March 2001 (the "original disclosure document"), as amended by a supplementary prospectus dated 30 March 2001, which offers units in the schemes mentioned in Schedule D.

Schedule D

BT Asset Selection Fund	ARSN 089 300 283
BT Conservative Outlook Fund	ARSN 087 593 100
BT International Share Fund	ARSN 089 299 356
BT Select Australian Share Fund	ARSN 089 299 838
BT European Growth Fund	ARSN 087 596 227
BT American Growth Fund	ARSN 087 587 906
BT Pacific Basin Fund	ARSN 087 595 131
BT Japanese Growth Fund	ARSN 091 206 272
TIME Fund	ARSN 091 737 138
BT Premium Cash Fund	ARSN 089 299 730

Dated this 5th day of October 2001


Signed by Ian Domicillo as a delegate of the
Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001— Paragraph 655A(1)(a) – Exemption**

01/1290

Pursuant to paragraph 655A(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons named in Schedule A from subsection 636(3) of the Act in relation to the statements mentioned in Schedule B on the conditions specified in Schedule C, insofar as subsection 636(3) would require consent for the inclusion of those statements in the bidder's statement referred to in Schedule B ("Bidder's Statement").

Schedule A

Lion Nathan Enterprises Limited, a company incorporated in New Zealand, and its directors.

Schedule B

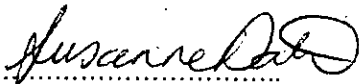
A statement or statements made in a bidder's statement in relation to a takeover bid for all the ordinary shares in Banksia Wines Limited ACN 007 672 942 ("Target") to be lodged with ASIC on or about the date of this instrument which are made in, or based on statements made in, any document announced on the company announcement platform of the Australian Stock Exchange Limited by the Target.

Schedule C

1. The Bidder's Statement must either:
 - (a) inform people of their right to obtain a copy of a document referred to in this instrument; or
 - (b) include a copy of the document.
2. If the Bidder's Statement informs people of their right to obtain a copy of the document, the Bidder must give a copy of the document free of charge to anyone who asks for it during the offer period.
3. The Bidder's Statement must state that a person who has made a statement referred to in paragraph 1 to 2 of Schedule B of this instrument has not consented to the statement being included in or accompanying the Bidder's Statement in the form and context to which it is included.

Dated this 11th day of October 2001.

Signed by:



Susanne Date, a delegate of Australian Securities and Investments Commission.

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

01/1291

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to one or both of the following:

- (A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);
- (B) the condition referred to in paragraph 625(3)(c)";

2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2).";

3. subsection 617(2) was modified by omitting the words:

"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights.",

and substituting the words:

"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";

4. subsection 619(3) were modified or varied by:

- (a) in paragraph (a), omitting the words "foreign holders" and substituting the words "all foreign holders, or a class of foreign holders specified in the bidder's statement,"; and
- (b) in subparagraph (b)(i), omitting the words "foreign holders" and substituting the words "those foreign holders referred to in paragraph (a)";

5. paragraph 620(2)(b) was omitted and the following paragraph substituted:

"(ba) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

- (i) within one month after the takeover contract becomes unconditional;
- (ii) 21 days after the end of the offer period; or

(bb) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

- (i) one month after the bidder is given the necessary transfer documents;
- (ii) 21 days after the end of the offer period; or";

01/1291

6. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:

"but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional.";

7. subsection 625(3) was modified by adding at the end of the subsection the following words:

"The condition referred to in this subsection is not a defeating condition.";

8. paragraph 630(4) was modified by omitting the words "publishing" and "publish" and substituting in their place "giving" and "give" respectively;

9. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:

"The bidder's statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder's statement and the date of the bid.

If this information is not included in the bidder's statement and offer document, the bidder must:

- include this information in the bidder's statement and offer document sent under item 6; and
- send to the target a copy of the bidder's statement sent under item 6.";

10. paragraph 636(1)(j) was omitted and the following paragraph substituted:

"if the bid is to extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the conversion of or exercise of rights attached to other securities (see subsection 617(2)) – a statement to that effect";

11. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):

"(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder's statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)";

12. paragraph 636(1)(l) was omitted and the following paragraph substituted:

"(l) for an off-market bid - the bidder's voting power in the company:

- (i) as at the date of the bidder's statement; and
- (ii) as at the date immediately before the first offer is sent.";

13. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:

"If the bid is subject to a defeating condition, the bidder may extend the offer period after the bidder has given the notice under subsection 630(3) only if one of the following happens after the notice has been given:";

14. paragraph 650F(1)(a) was omitted and the following paragraph substituted:

01/1291

“(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or”;

15. paragraph 650G(b) was omitted and the following paragraph substituted:

“(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.”;

16. paragraph 650G(c) was omitted and the following paragraph substituted:

“(c) the condition has not been fulfilled:

(i) except as provided in subparagraph (ii), at the end of the offer period;

(ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.

Schedule A

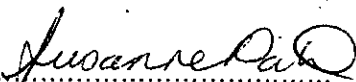
Lion Nathan Enterprises Limited, a company incorporated in New Zealand (“Bidder”)

Schedule B

The takeover bid by the Bidder for all the ordinary shares in Banksia Wines Limited ACN 007 672 942 in respect of which a bidder's statement is to be lodged with ASIC on or about the date of this instrument.

Dated this 11th day of October 2001.

Signed:



Susanne Date, a delegate of the Australian Securities and Investments Commission

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

0 1 / 1 2 9 2

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 specified in Schedule A in the case specified in Schedule B as if section 621 of the Act were modified by inserting after subsection 621(3) a new subsection as follows:

"(3A) For the purposes of subsection (3), the consideration offered under a takeover bid may be less than the consideration offered under a purchase or agreement by the amount of a cash dividend declared by the target where:

- (a) the purchase or agreement permits the vendor to retain the cash dividend; and
- (b) all offerees who accept the offer retain the value of the cash dividend except those offerees who accept the offer in respect of shares purchased on-market after the date on which the relevant securities exchange changes the basis of quotation for the bid class securities to signify that trading in that class no longer carries the entitlement to the dividend."

Schedule A

Lion Nathan Enterprises Limited, a company incorporated in New Zealand ("Bidder")

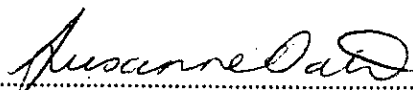
Schedule B

A takeover bid by the Bidder for all the issued shares ("Shares") in Banksia Wines Limited ACN 007 672 942 ("Target") where:

- (a) the Target declares that a cash dividend will be paid, and the date on which the relevant securities exchange changes the basis of quotation for the class of securities to which the takeover bid relates to signify that trading in that class no longer carries the entitlement to the dividend is after the relevant purchase or agreement and at or before the date of the end of the offer ("Record Date"); and
- (b) holders of Shares who accept the offer before the Record Date may retain the dividend.

Dated this 11th day of October 2001

Signed



Susanne Date, a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) Declaration **0 1 / 1 2 9 3**

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 specified in Schedule A in the case specified in Schedule B as if Chapter 6 of the Act were modified by:

1. Inserting after subsection 621(3) a new subsection as follows:

"(3A) For the purposes of subsection (3), the consideration offered under a takeover bid may be less than the consideration offered under a purchase or agreement by the amount of a cash dividend declared by the target where:

- (a) the purchase or agreement does not permit the vendor to retain the cash dividend; and
- (b) all offerees who accept the offer to retain the value of the cash dividend except those offerees who accept the offer in respect of shares purchased on-market after the date on which the relevant securities exchange changes the basis of quotation for the bid class securities to signify that trading in that class no longer carries the entitlement to the dividend.

2. Replacing "." at the end of paragraph 623(3)(c) with "; or" and inserting in subsection 623(3) a new paragraph as follows:

"(d) the payment of consideration under a takeover offer on or before the date on which the relevant securities exchange changes the basis of quotation for the bid class securities to signify that trading in that class no longer carries an entitlement to a cash dividend being higher than the consideration paid under the takeover offer for securities in the bid class after that date by the amount of the cash dividend."

3. Inserting after section 651A(4) a new subsection as follows:

"(4A) The offers made under an off-market bid, and the takeover contracts, are not varied under this section merely because the bidder purchases securities in the bid class outside the bid during the bid period for consideration which is higher by up to the amount of the cash dividend than the consideration offered for securities under the takeover offer."

Schedule A

Lion Nathan Enterprises Limited, a company incorporated in New Zealand ("Bidder")

Schedule B

A takeover bid by the Bidder for all the issued shares ("Shares") in Petaluma Limited ACN 007 982 818 ("Target") where:

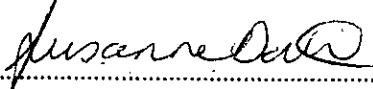
- (a) the Target declares that a dividend will be paid, and the date on which the relevant securities exchange changes the basis of quotation for the class of securities to which the takeover bid relates to signify that trading in that class no longer carries the entitlement to the dividend is after the relevant purchase or agreement and at or before the date of the end of the offer ("Record Date"); and

01/1293

- (b) holders of Shares who accept the offer before the Record Date may not retain the dividend.

Dated this 11th day of October 2001

Signed



Susanne Date, a delegate of the Australian Securities and Investments Commission

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

01/1294

Pursuant to subsection 655A(1) 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:

1. the text of subsection 650D(1)(b) were omitted and the following were substituted:

"lodge a copy of the notice with ASIC; and"

2. the text of subsection 650D(1)(c) were omitted and the following were substituted:

"after a copy of the notice is lodged, give a copy of the notice to:

(i) the target; and

(ii) everyone to whom offers were made under the bid."

Schedule A

Radisson Hotels International Inc. ("Bidder")

Schedule B

The notice of variation dated 12 October 2001 extending the offer period for the off-market bid by the Bidder for all the ordinary shares in DC International Limited ACN 002 060 559 in respect of which a bidder's statement was lodged with ASIC on 11 September 2001.

Dated 12 October 2001



Signed by Steven Rice

as a delegate of the Australian Securities and Investments Commission

CORPORATIONS LAW

SUBSECTION 340(1)

ORDER

01/1295

PURSUANT to subsection 340(1) of the Corporations Act 2001 ("Act"), the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") hereby makes an ORDER in respect of

BROOME INTERNATIONAL AIRPORT HOLDINGS PTY LTD
ACN 009 197 031 ("the Company")

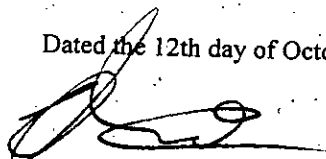
relieving the Company from compliance with the requirements of sub-section 301(1) of the Act in relation to the financial year ended 30 June 2001.

Conditions

The grant of this Order is subject to the following conditions:

- (i) all of the directors of the Company must have resolved that the Company's financial report for the year ended 30 June 2001 should not be audited;
- (ii) all of the shareholders of the Company must have resolved that the Company's financial report for the year ended 30 June 2001 should not be audited;
- (iii) the Company lodges with ASIC its financial report for the year ended 30 June 2001 in accordance with subsection 319(1) of the Act by the due date under subsection 319(3) of the Act;
- (iv) in the directors' report for the year ended 30 June 2001, the directors state that the financial statements for that financial year have not been audited, in reliance on this exemption, and that the requirements of this exemption have been complied with; and
- (v) the directors of the Company must have caused the year-end financial statements and notes to the financial statements of the Company to be compiled by a Professional Accountant in accordance with the Miscellaneous Professional Statement "APS 9: Statement on Compilation of Financial Reports" ("APS 9"). The financial statements and notes to the financial statements must be accompanied by a compilation report by the Professional Accountant in accordance with APS 9. [A Professional Accountant is a member of either the Australian Society of Certified Practising Accountants, the Institute of Chartered Accountants in Australia or a member of a body that is approved by ASIC for this purpose.]

Dated the 12th day of October 2001



Allan Ausbruch
As delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Law — Subsection 741(1) — Exemption **01/1296**

Pursuant to subsection 741(1) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A ("the issuer"), in the case referred to in Schedule B, from Parts 6D.2 and 6D.3 (other than sections 736 and 738).

References in this instrument to statutory provisions are to the Act, and references to the issuer offering shares include the issuer inviting applications for the issue of the shares (see also sections 110B and 700(2)).

SCHEDULE A

Bendigo Bank Limited ACN 068 049 178.

SCHEDULE B

A written offer for the issue of shares in the issuer where the following requirements are met at the time that the offer is made.

- (a) The shares are in a class which is quoted on the stock market of Australian Stock Exchange Limited (the "class") and trading in the class is not suspended.
- (b) None of the following provisions have been contravened in relation to the issuer in the previous 12 months:
 - (i) a provision of Chapter 2M;
 - (ii) section 1001A or 1001B;
 - (iii) section 724;
 - (iv) section 728.
- (c) The offer is made pursuant to a scheme under which:
 - (i) an offer is made to each person who holds shares in that class, and whose address (as recorded in the issuer's register of members) is in a jurisdiction in which it is lawful and practical for the issuer to offer and issue shares to that holder, in the reasonable opinion of the issuer's board of directors;
 - (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; and
 - (iv) a person may not subscribe more than \$3000 in any consecutive 12 month period, except that a person who holds shares as a trustee or nominee may accept the offer for each beneficiary for whom they hold those shares, up to a maximum subscription of \$3000 in any consecutive 12 month period for each such beneficiary.
- (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 market price; and
 - (iii) disclosure of the risk that the market price may change between the date of the offer and the date when shares are issued to a subscriber under the scheme, and the effect this would have on the price or value of the shares which the subscriber would receive.

Dated the 10th day of October 2001 .

Signed: *Merinda Northrop*

Merinda Northrop as delegate of the Australian Securities and Investments Commission

01/1297

Australian Securities and Investments Commission
Corporations Act 2001- Subsection 741(1) and Paragraph 601QA(1)(a) -
Exemption

Pursuant to subsection 741(1) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A from Parts 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

And pursuant to paragraph 601QA(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A from Chapter 5C in relation to the operation of the scheme referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A - Persons Exempted

AXA SA ("AXA"), the manager from time to time of the Fonds Commun De Placement D'Enterprise ("FCPEs") (presently, AXA Gestion Interressement or its wholly owned subsidiary AXA Investment Managers Paris) (the "Manager") and the custodian from time to time of the FCPEs (presently, AXA Banque or BNP Paribus Securities Services) (the "Custodian") (collectively the "Corporations"), AXA Asia Pacific Holdings Limited ACN 069 123 011 ("AXA Australia") and each of its Australian subsidiary companies ("Subsidiaries") and any person acting for or on behalf of AXA Australia or the Corporations or the Subsidiaries.

SCHEDULE B - Cases Exempted

This exemption applies where:

- (a) an offer or invitation (the "Offer") is made to subscribe for an interest in fully paid shares in AXA to be held by FCPEs established by the rules of the Group Savings Plan dated 20 April 1998, the rules of the AXA Actionnariat II dated 19 May 2000 as amended from time to time, the rules of the AXA Plan 2000 Global dated 19 May 2000 as amended from time to time and the rules of the AXA Plan 2001 Global dated 24 August 2001 as amended from time to time (together the "Rules"), which appoint AXA Banque or BNP Paribus Securities Services as custodian and AXA Gestion Interressement or AXA Investment Managers Paris as manager of each FCPE;
- (b) the shares in AXA must be in the same class as shares which have been quoted on the Bourse de Paris throughout the 36 month period immediately preceding the Offer, without suspension during that period exceeding in total 5 trading days; and
- (c) the Offer must meet the further requirements set out in Schedule C.

SCHEDULE C - Further Requirements

1. The Offer must be made pursuant to an employee share scheme extended only to persons ("offerees") who at the time of the offer are full or part-time employees or directors of AXA Australia or a Subsidiary (the "Scheme");
2. The Scheme must be substantially on the terms set out in the letters from Freehills to ASIC dated 13 April 2000 and 1 October 2001.
3. The Offer must be in writing (the "Offer document") and:
 - (a) the Offer document must include or be accompanied by a copy, or a summary, of the Rules;
 - (b) if the Offer document includes or is accompanied by a summary (rather than a copy) of the rules of the Scheme the Offer document must include an undertaking that during the period or periods during which the offeree may acquire shares or units (the "offer period"), AXA Australia will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the Rules;
 - (c) the Offer document must specify:
 - (i) the acquisition price in Australian dollars of the AXA shares to which the Offer relates;
 - (ii) where the acquisition price of the AXA shares to which the Offer relates is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the AXA shares to which the offer relates is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the Offer document must include an undertaking, and an explanation of the way in which, AXA Australia will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as shares to which the offer relates; and
 - (ii) where either paragraph (c)(ii) or (c)(iii) applies, the information referred to in that paragraph as updated to that date; and

- (e) if AXA or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares to which the offer relates, the Offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance;
 - (f) the Offer document must disclose the risks as a consequence of participation in the Scheme; and
 - (g) the Offer document must state prominently that the Scheme is a foreign scheme subject to the regulation of the Commission des Operations de Bourse (the "Relevant Agency") and to the law of France and must describe the legal and practical effect (if any) this may have on the rights and ability of an offeree to make any claim or enforce any right arising out of or in connection with the Scheme.
4. The number of AXA shares to be issued as a result of each Offer, when aggregated with the number of shares in the same class issued during the previous 5 years pursuant to any employee share scheme made available by AXA, must not exceed 5% of the total number of issued shares in that class as at the time of the offer.

SCHEDULE D - Conditions

1. AXA Australia must provide to ASIC a copy of the Offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
2. AXA Australia must ensure that AXA complies with any undertaking required to be made in the Offer document.
3. The Rules must contain provisions to the effect that the books of account maintained in respect of the activities of the FCPEs to which the Rules relate must be audited annually.
4. The Manager and/or the Custodian may only levy any fees or charges for operating and administering the FCPEs to a maximum amount provided for in Articles 14 and 15 of the constitution of the AXA Actionnariat II Fund, Articles 14 and 15 of the constitution of the AXA Plan 2000 Global Fund and Articles 14 and 15 of the constitution of the AXA Plan 2001 Global Fund and such fees must be fully disclosed in the Offer document.
5. AXA Australia must make the statements of assets, balance sheets and statements of income (together with the related notes) and the auditors' reports delivered to them under the Rules available for inspection by offerees at a registered office or principal place of business in Australia during normal business hours or such other time as is agreed with an offeree.
6. Upon AXA Australia receiving notices relating to the buy-back or redemption of units as provided for in the Rules or otherwise under the Scheme, AXA Australia must forward these to the Manager without delay.
7. On behalf of AXA and the Manager, AXA Australia must accept notices, correspondence and service of process at a registered office or principal place of business in Australia.
8. AXA Australia must notify ASIC within 7 days if the buy-back arrangements or redemption facilities of the Scheme are suspended or terminated or if listing of the shares to which the Offer relates on any foreign securities exchange is suspended.
9. AXA Australia must make available for public inspection at a registered office or principal place of business in Australia and provide to offerees copies of the constituent documents of the Scheme and meet all reasonable requests for information.
10. AXA, through AXA Australia, must maintain in Australia and make available to ASIC, upon request, records relating to the issue or sale of and the buy-back or the redemption of units in the Scheme to or from Australian residents.
11. The FCPEs must at all times be approved or authorised or registered by the Relevant Agency and the Group Saving Plans for employees of non-French Companies of Groupe AXA must at all times be authorised under the law of France.
12. There must at all times be a custodian of the Scheme assets and, where applicable, the Custodian must have been approved by the Relevant Agency and that approval must not have been revoked.
13. Within 14 days of the date of this instrument, ASIC must be provided with:
 - (a) certified copies of the Rules and any other documents comprising the constitution of the Scheme;
 - (b) a certified copy of any written approval or authorisation issued by the Relevant Agency in relation to the Scheme; and
 - (c) if any document is not in English, a certified translation of that document into English.
14. Shares issued to offerees pursuant to the Scheme must represent a minority of all shares in the Scheme, calculated both by value and by the number of holders of shares in the Scheme.
15. AXA Australia must keep at a registered office or principal place of business in Australia, a register of its employees who participate in the Scheme and enter in the register:
 - (a) the names and addresses of each participant;
 - (b) the extent of the holding of each participant;

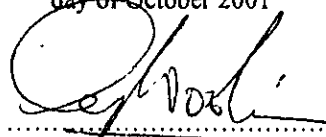
- (c) the date at which the name of each participant was entered in the register; and
 - (d) the date at which any participant's interest ceased.
16. The Rules must not be modified or varied in any material respect which would adversely affect the rights and interests of participants in the Scheme unless ASIC notifies in writing AXA Australia or the Corporations or any person acting for or on behalf of AXA Australia or the Corporations that it does not object to the modification or variation.
17. The Corporations must comply with the provisions of the Rules.
18. The Scheme must at all times comply with the law of France.

Interpretation

For the purposes of this instrument:

1. A body corporate is an associated body corporate of AXA if:
 - (a) the body corporate is a related body corporate of AXA; or
 - (b) the body corporate has voting power in AXA of not less than 20%; or
 - (c) AXA has voting power in the body corporate of not less than 20%;
(applying the definition of "voting power" contained in section 610 of the Act).
2. The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
3. An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
4. The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated ^{12th} day of October 2001

Signed by 
Woo Lim Ang

as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act— Subsection 257D(4) — Exemption

01/1298

Pursuant to subsection 257D(4) of the Corporations Act ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from compliance with section 257D of the Act in the case referred to in Schedule B and on the conditions specified in Schedule C.

SCHEDULE A

Santos Limited ABN 80 007 550 923 ("Santos")

SCHEDULE B

A share buy-back scheme offered or to be offered to all holders of Santos ordinary shares, except those described in paragraph 2(b) of this Schedule, in or around November 2001 ("buy-back offers") which:

1. Is substantially in the terms contemplated by the draft offer document provided to ASIC on 27 September 2001; and
2. Complies with the conditions in subsection 257B(2) of the Act subject to subsection 257B(3) of the Act, except:
 - (a) the acceptances of buy-back offers by shareholders are irrevocable, causing conditional buy-back agreements to be entered into before the time specified for acceptances of offers has closed;
 - (b) to the extent that compliance would require Santos to make or dispatch buy-back offers at any time or in any way to any shareholder who only holds shares purchased under Santos Executive Share Plan, the Santos Employee Share Acquisition Plan or the Santos Employee Share Purchase Plan, or shares otherwise held on trust for employees of the Santos Group by SESAP Pty Ltd ("the Plans") which are subject to restrictions on disposal under the Plans ("Plan Shares"), which under the terms of the buy-back offer or the Plans, would not entitle the holder to offer to sell or to sell any shares to Santos; and
 - (c) that buy-back offers are to be made to every person who holds ordinary shares on the basis that the offers are to buy back the same percentage of their ordinary shares, subject to:
 - (i) each shareholder having the ability to nominate a maximum number of shares that they wish to sell to Santos;
 - (ii) if they hold Plan Shares, Santos only making offers in respect of the number of shares which they hold which are not Plan Shares; and
 - (iii) if they hold less than a marketable parcel, a shareholder must nominate all their shares for sale to Santos.

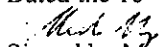
SCHEDULE C

1. The percentage of shares which Santos buys back does not exceed the limit in subsection 257B(4) of the Act.
2. Santos makes it a term of the buy-back offer that if, at the close of the offer period, Santos has received acceptances for more than \$250 million of ordinary shares (or such lesser amount as determined by Santos in accordance with its buy-back offer) ("the Buy-Back Amount") at the buy-back price determined by Santos in accordance with its offer ("the Buy-Back Price"), the number of each shareholders shares to be bought back at the Buy-Back Price that will be bought back will be reduced in accordance with its offer, being the proportion needed to ensure that no more than the Buy-Back Amount are bought back.

For the purposes of condition 2 of this Schedule:

- (a) disregard, in determining whether the proportion by which the number of each shareholder'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
- (b) calculate the value of shares bought back by Santos on the basis that the value of one share is the Buy-Back Price.

Dated the 16th day of October 2001


Signed by Merinda Northrop, 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.

AML & F HOLDINGS LTD ACN 001 650 942 will change to a proprietary company limited by shares. The new name will be AML & F HOLDINGS PTY LTD ACN 001 650 942.

AUSTRALIAN MERCANTILE LAND & FINANCE CO LTD ACN 000 000 304 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN MERCANTILE LAND & FINANCE CO PTY LTD ACN 000 000 304.

DENNYS STRACHAN MERCANTILE LIMITED ACN 004 064 386 will change to a proprietary company limited by shares. The new name will be DENNYS STRACHAN MERCANTILE PTY LTD ACN 004 064 386.

FRESHMARK LIMITED ACN 009 838 153 will change to a proprietary company limited by shares. The new name will be FRESHMARK PTY LTD ACN 009 838 153.

PITT SON & BADGERY LTD ACN 000 001 016 will change to a proprietary company limited by shares. The new name will be PITT SON & BADGERY PTY LTD ACN 000 001 016.

PSINET HOLDINGS AUSTRALIA LIMITED ACN 088 899 254 will change to a proprietary company limited by shares. The new name will be PSINET HOLDINGS AUSTRALIA PTY LIMITED ACN 088 899 254.

AUSTRALIAN ESTATES LTD ACN 002 026 324 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN ESTATES PTY LTD ACN 002 026 324.

COUNTRYWIDE HOME LOANS LIMITED ACN 065 997 551 will change to a proprietary company limited by shares. The new name will be COUNTRYWIDE HOME LOANS PTY LTD ACN 065 997 551.

ENTYRE RUBBER SYSTEMS PTY LTD ACN 090 671 819 will change to a public company limited by shares. The new name will be ENTYRE RUBBER SYSTEMS LIMITED ACN 090 671 819.

GADENS CONSULTING LIMITED ACN 077 880 196 will change to a proprietary company limited by shares. The new name will be GADENS CONSULTING PTY LIMITED ACN 077 880 196.

PIVOD TECHNOLOGIES PTY LTD ACN 058 500 584 will change to a public company limited by shares. The new name will be PIVOD TECHNOLOGIES LTD ACN 058 500 584.

TOLL (FHL) LIMITED ACN 004 272 860 will change to a proprietary company limited by shares. The new name will be TOLL (FHL) PTY LTD ACN 004 272 860.