



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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Contents

Notices under Corporations Act 2001

06/0662	06/0663	06/0664	06/0665	06/0666
06/0667	06/0669	06/0670	06/0671	06/0672
06/0673	06/0674	06/0675	06/0676	06/0679
06/0680	06/0681			

Change of company status

RIGHTS OF REVIEW

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

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

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

1. section 609 of the Act, as modified or varied by ASIC Class Order [CO 03/634] were modified or varied by adding after subsection (13):

"(14) A person does not have a relevant interest in securities merely because they apply restrictions on the disposal of the securities by the holder"; and

2. Part 6C.1 of the Act were modified or varied by adding after section 671B:

"671BB For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(14)".

SCHEDULE A

Emeco Holdings Limited ACN 112 188 815 ("Emeco")

SCHEDULE B

An acquisition of a relevant interest in 123,227,146 of Emeco securities ("Escrowed Securities") arising as the result of the entry into escrow agreements between Emeco and the persons named in Schedule C, that:

- (a) restricts disposal of, but not the exercise of voting rights attaching to, the Escrowed Securities;
- (b) terminates on or before 31 August 2007;
- (c) allows the security holder to accept into a takeover bid where offers are made for all of the ordinary securities of Emeco:
 - (i) holders of at least half of the bid class securities that are not subject to the escrow agreement or any other form of restriction to which the offer under the bid relates have accepted; and
 - (ii) the escrow agreement requires that the shares be returned to escrow if the bid does not become unconditional;
- (d) allows the Escrowed Securities the subject of the escrow agreement to be transferred or cancelled as part of a merger by scheme of arrangement or by share buyback; and

06/0662

(e) is substantially in the form provided to ASIC on 2 June 2006.

SCHEDULE C

Temasek Holdings Pty Limited as trustee for LC Freedman Family Trust
David Griffin
Trevor Sauvarin
Linda Dorothy Sauvarin
Wayne Malvern
Gail Malvern

Robin Lindsay Charles Adair as trustee for the Adair Family Trust
Donald Arthur Jeffery as trustee for the Jeffery Family Trust
David Owen Tilbrook as trustee for the Tilbrook Family Trust
Michael Anthony Turner as trustee for the Turner Family Trust
Catherine Marie Toson
Rosalie Clark

Archer Capital 3A Pty Limited in its capacity as trustee for the Archer Capital Trust 3A
Archer Capital 3B Pty Limited in its capacity as trustee for the Archer Capital Trust 3B
Merlin Investments BVBA

Pacific Equity Partners (Jersey) Limited as General Partner of Pacific Equity Partners
Fund II LP

Pacific Equity Partners (Jersey) Limited as General Partner of Pacific Equity Partners
Supplementary Fund II LP

Pacific Equity Partners (Jersey) Limited as General Partner of Pacific Equity Partners
Fund II (NQP) LP

Pacific Equity Partners Fund II (Australasia) Pty Limited as trustee for the Pacific
Equity Partners Fund II (Australasia) Unit Trust

Pacific Equity Partners Fund II (Australasia) Pty Limited as trustee for the Pacific
Equity Partners Supplementary Fund II (Australasia) Unit Trust

PEP Investment Pty Limited
PEP Co-Investment Pty Limited

Dated this 28th day of July 2006



Signed by Rupert Clive Smoker
as a delegate of the Australian Securities and Investments Commission

06/0663

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

Under paragraph 741(1)(b) of the Corporations Act ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D applies to the persons specified in Schedule A in the case specified in Schedule B as if subsection 708A(11) of the Act were modified or varied by deleting the following words from subparagraph 708A(11)(b)(ii):

"and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities are issued".

Schedule A

Any shareholder of Avexa Limited ACN 108 150 750 ("Avexa") who makes an offer for sale of the kind referred to in Schedule B of ordinary shares in Avexa.

Schedule B

An offer for sale of ordinary shares in Avexa within 12 months after their issue, where the shares were issued to either Franklin Strategic Series - Franklin Biotechnology Discovery Fund (Franklin Advisers Inc.), Passport Master Fund, LLP (companies which are incorporated in the United States) or Shire Biocehm Inc. (a company which is incorporated in Canada) on 11 May 2006 without disclosure under Chapter 6D of the Act and are in the same class as shares issued under a prospectus for a non renounceable rights issue lodged with ASIC on or about 3 April 2006.

Dated 28 July 2006


.....

Signed by Katharine Motteram
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Global Energy Management (Aust) Pty Limited, ACN 116 111 936
("the Licensee") 12 Dudley Street, PADDINGTON NSW 2021

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 293004 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 4 August 2006

Signed

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

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

06/0665

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

Under paragraph 911A(2)(l) of the Corporations Act 2001 (the *Act*) the Australian Securities and Investments Commission (*ASIC*) exempts the persons referred to in Schedule A from the requirement to hold an Australian financial services licence in the case referred to in Schedule B.

Schedule A

Arrowstreet Capital L.P. (the *body*) where all of the following apply:

- (a) the body is a registered investment adviser;
- (aa) the body is a partnership formed in the US or a State of the US;
- (b) the body:
 - (i) is registered under Division 2 of Part 5B.2 of the Act; or
 - (ii) has not failed for more than the last 10 business days to have an Agent;
- (c) the body's primary business is the provision of financial services;
- (d) neither the body nor its Agent has been notified by ASIC that the body is excluded from relying on this instrument;
- (e) if the body becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C:
 - (i) 15 business days have not passed since the body became so aware or should reasonably have become so aware without the body providing full particulars of the failure to ASIC (to the extent that the body knows those particulars or would have known them if it had undertaken reasonable enquiries); and
 - (ii) 30 business days have not passed from ASIC receiving those particulars from the body without ASIC notifying the body that it may continue to rely on this instrument; and
- (f) the body has not notified ASIC that it will not rely on this instrument.

Schedule B

Where:

1. the body provides any of the financial services (the *financial services*) in this jurisdiction to wholesale clients:
 - (a) providing financial product advice;
 - (b) dealing in a financial product;

- (c) making a market for a financial product; or
 - (d) providing a custodial or depository service;
- in respect of any of the following financial products:
- (e) derivatives;
 - (f) foreign exchange contracts;
 - (g) securities;
 - (h) debentures, stocks or bonds issued by a government; or
 - (i) interests in a managed investment scheme that is not required to be registered under Chapter 5C of the Act; and/or
- 1A. the body provides any of the financial services (also, the *financial services*) in this jurisdiction to wholesale clients:
- (a) providing financial product advice; or
 - (b) dealing in a financial product that consists only of:
 - (i) applying for or acquiring a financial product;
 - (ii) varying a financial product; or
 - (iii) disposing of a financial product;
- in respect of the following financial product:
- (c) interests in a registered scheme; and
2. the body has provided ASIC with:
- (a) evidence that paragraph (a) of Schedule A is satisfied that ASIC has stated in writing is adequate;
 - (b) a notice that it will provide financial services in this jurisdiction in reliance on this instrument;
 - (c) a deed of the body for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that the body may have ceased to rely, or never have relied, on this instrument, which deed provides that:
 - (i) the deed is irrevocable except with the prior written consent of ASIC;
 - (ii) the body submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;

- (iii) the body covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services;
- (iv) if the body is not registered under Division 2 of Part 5B.2 of the Act, service of process on the body in relation to legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise can be effected by service on the Agent; and
- (iv) the body covenants that, on written request of either the SEC or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the SEC to disclose to ASIC and ASIC to disclose to the SEC any information or document that the SEC or ASIC has that relates to the body; and
- (d) written consents to the disclosure by the SEC to ASIC and ASIC to the SEC of any information or document that the SEC or ASIC has that relates to the body. The consents must be in such form (if any) as ASIC specifies in writing.

Schedule C

1. The body must provide each of the financial services in this jurisdiction in a manner which would comply, so far as is possible, with the US regulatory requirements if the financial service were provided in the US in like circumstances.
2. The body must:
 - (a) notify ASIC, as soon as practicable and in such form if any as ASIC may from time to time specify in writing, of the details of:
 - (i) each significant change to, including the termination of, the registration as a registered investment adviser applying to the body relevant to the financial services the body provides or intends to provide in this jurisdiction; and
 - (ii) each significant particular exemption or other relief which the body obtains from the US regulatory requirements relevant to the financial services the body provides or intends to provide in this jurisdiction;
 - (aa) notify ASIC by 31 March and 30 September of each year in such form if any as ASIC may from time to time specify in writing:
 - (i) either:
 - (A) of the details of each significant change (a *notifiable regulatory change*) to the US regulatory requirements (including the power or authority of the SEC to supervise, monitor or procure compliance by the body with the US regulatory requirements with respect to the provision of financial services) in the 6 months (the *notification period*) ending on the 15th day of the month by the end of which the notification is required

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06/0665

that is relevant to the financial services the body provides or intends to provide in this jurisdiction and is not a change that ASIC has stated in writing is not required to be notified for the purpose of this instrument; or

- (B) where there have been no notifiable regulatory changes – that there have been no notifiable regulatory changes; and
- (ii) either:
 - (A) of the details of each enforcement or disciplinary action (a *notifiable regulatory action*) taken by the SEC or any other overseas regulatory authority against the body during the notification period; or
 - (B) where there have been no notifiable regulatory actions – that there have been no notifiable regulatory actions; and
- (b) provide written disclosure to all persons to whom the financial services are provided in this jurisdiction (before the financial services are provided) containing prominent statements to the following effect:
 - (i) the body is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services; and
 - (ii) the body is regulated by the SEC under US laws, which differ from Australian laws.

Interpretation

In this instrument:

address, in relation to a company, means the address of the registered office of the company;

Agent means a natural person resident in this jurisdiction or a company, whose name and address were last notified to ASIC by the body for the purposes of this instrument, and who is authorised to accept on the body's behalf, service of process from ASIC and, in relation to proceedings relating to a financial services law, from any person referred to in subsection 659B(1) of the Act;

custodial or depository service has the meaning given by section 766E of the Act;

derivative has the meaning given by section 761D of the Act;

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

financial services law has the meaning given by section 761A of the Act;

foreign exchange contract has the meaning given by section 761A of the Act;

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making a market has the meaning given by section 766D of the Act;

notice and *notified* mean, respectively, written notice and notified in writing;

overseas regulatory authority means a foreign regulatory authority (other than the SEC) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body;

registered investment adviser means a body corporate registered under section 203(c) of the Investment Advisers Act of 1940 of the US;

SEC means the Securities and Exchange Commission of the US;

securities has the meaning given by section 761A of the Act;

US means the United States of America;

US regulatory requirements means the rules that apply in relation to the financial services including any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by the SEC; and

wholesale client has the meaning given in section 761G of the Act.

Note: By subsection 761H(1) of the Act, the operation of this instrument in relation to partnerships is affected by section 761F and subsection 769B(4) of the Act

Commencement

This instrument takes effect on gazettal.

Dated this 8th day of August 2006


Signed by Steven Rice

as a delegate of the Australian Securities and Investments Commission

06/0666

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

Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A from subsection 601FC(4) of the Act in the case set out in Schedule B on the conditions set out in Schedule C.

Schedule A

I.O.O.F. Investment Management Limited (ACN 006 695 021) (the "responsible entity") as the responsible entity of the Perennial Asian Property Securities Trust (ARSN 118 076 529) (the "Scheme").

Schedule B

The investment of Scheme property or the keeping of Scheme property invested in a managed investment scheme (the "REIT") where:

1. it is operated by a body that is incorporated or formed in Japan; and
2. it is registered and/or licensed under Article 6 of the *Law for Investment Trusts and Investment Companies*; and
3. it is subject to the regulation of the Financial Services Agency of Japan.

Schedule C

1. Before the investment of Scheme property in a REIT referred to in Schedule B, the responsible entity must prepare a document signed by an officer of the responsible entity or agent explaining why the investment would comply with the responsible entity's duties, considering the regulation that applies to the REIT and any other relevant matter.
2. The responsible entity must keep the document for 7 years.

Interpretation

In this instrument:

"Scheme property" means scheme property of the Scheme.

Dated this 7th day of August 2006



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

Australian Securities and Investments Commission
Corporations Act 2001 - Paragraph 601QA(1)(a) - Exemption 06/0667

Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A from subsection 601FC(4) of the Act in the case set out in Schedule B on the conditions set out in Schedule C.

Schedule A

I.O.O.F. Investment Management Limited (ACN 006 695 021) (the "responsible entity") as the responsible entity of the Perennial Asian Property Securities Trust (ARSN 118 076 529) (the "Scheme").

Schedule B

The investment of Scheme property or the keeping of Scheme property invested in a managed investment scheme (the "REIT") that:

- (a) is not registered under Chapter 5C of the Act; and
- (b) is operated by a body that is incorporated or formed in Singapore; and
- (c) is authorised as a collective investment scheme by the Monetary Authority of Singapore and regulated under Division 2 of part XIII of the *Securities and Futures Act 2001* of Singapore; and
- (d) is subject to the *Code of Collective Investment Schemes* and the *Property Funds Guidelines* published by the Monetary Authority of Singapore.

Schedule C

1. Before the investment of Scheme property or the keeping of Scheme property in a REIT referred to in Schedule B, the responsible entity must prepare a document signed by an officer of the responsible entity or agent explaining why the investment would comply with the responsible entity's duties, considering the regulation that applies to the REIT and any other relevant matter.
2. The responsible entity must keep the document for 7 years.

Interpretation

In this instrument:

"Scheme property" means scheme property of the Scheme.

Dated this 7th day of August 2006



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

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

Pursuant to subsection 655A(1) of the Corporations Act 2001 (*Act*) the Australian Securities and Investments Commission (*ASIC*) 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 items 11 and 12 of the table in subsection 633(1) of the Act were modified by omitting the words "no later than 15 days" and substituting the words "no later than 19 days".

Schedule A

Sedimentary Holdings Limited ACN 000 697 183 (*Sedimentary*)

Schedule B

The off-market takeover bid by AuSelect Limited ACN 077 885 208 (*AuSelect*) for all the ordinary shares in Sedimentary (*Securities*) in respect of which a bidder's statement was lodged with ASIC on 18 July 2006, where Sedimentary:

1. informs the market by sending a notice explaining the effect of this declaration to Australian Stock Exchange Limited ACN 008 624 691 by 9.30am on the next trading day after the date of this declaration; and
2. recommends that holders of the Securities take no action in relation to AuSelect's takeover offer until they have received Sedimentary's target's statement.

Dated: 07 August 2006.



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



ASIC

Australian Securities & Investments Commission

06/0670

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

Notice of Cancellation of an Australian Financial Services Licence

TO: AUSTRALIAN INCOME MANAGERS PTY LIMITED. ACN: 109 907
084 (the Licensee") Level 35 60 Margaret Street SYDNEY NSW 2000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 279639 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 7 August 2006

Signed


.....

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



ASIC

Australian Securities & Investments Commission

06/0671

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

Notice of Cancellation of an Australian Financial Services Licence

TO: SURE TRADE PTY LTD. ABN: 95 106 346 749 (the Licensee")
Level 2 Adecco House 165 Grenfell Street ADELAIDE SA 5000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 244387 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 7 August 2006

Signed

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

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



ASIC

Australian Securities & Investments Commission

06/0672

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

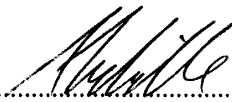
Notice of Cancellation of an Australian Financial Services Licence

TO: AUSTRALIAN ENTERPRISE PROMOTIONS PTY LTD ABN 38 001
729 264("the Licensee") 12 Kakanui Street Aspley QLD 4034

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 226591 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 7 August 2006.

Signed


.....

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

06 / 0673

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

1. Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 5C of the Act applies to the person specified in Schedule A in the case set out in the Schedule D as if section 601GAA as notionally inserted into the Act by ASIC Class Order [CO 05/26] were modified or varied as follows:
 - (a) after subsection 601GAA(2) insert:

“Placement of options

(2A) The responsible entity may set the issue price of options for the issue of interests and may set the issue price of interests issued under the options where all of the following apply:

 - (a) the interests over which the options are issued are in a class of interests that are quoted on the financial market of ASX and the quotation of interests in that class is not suspended at the time of issue of the options;
 - (b) the options and interests issued under the options are not issued to the responsible entity or an associate of the responsible entity (unless the associate will acquire and hold the interests in a fiduciary capacity or as a bona fide underwriter, or as a member but only as a result of an offer made to all members of another registered scheme under subsection (3));
 - (c) all of the options issued are in the same class;
 - (d) the issue price of all of the options is the same;
 - (e) the interests that would be issued if the options were exercised, together with any interests issued in a related issue (whether by way of exercise of options or otherwise) in the previous year does not, immediately before the issue of the options, comprise more than 15% of the interests in that class;
 - (f) the amount by which the issue price for the interests issued under the options is less than the current market price for interests in the same class at the time of exercise of the options does not exceed 10% of the current market price at that time;
 - (g) the means of determining the issue price of the interests issued under the options is set at the time the options are

issued, is set out in the terms of issue of the options and, subject to paragraph (f), may only be adjusted in accordance with the terms of issue of the options.”; and

- (b) omit paragraph 601GAA(3)(h), substitute:
- “(h) the responsible entity only issues interests to its associates as members of the scheme or as a bona fide underwriter”; and
- (c) omit paragraph 601GAA(9)(a), substitute:
- “(a) references to an interest in paragraph (2)(a), subparagraph (2)(c)(i)(B) and paragraphs (2A)(a), (2A)(f), (3)(f), (4)(a), (4)(d), (5)(e), (8)(a) and (8)(b) included a reference to the stapled security; and”; and
- (d) after subsection 601GAA(12) insert:
- “(12A) For the purposes of subsections (2A), a person is taken to acquire and hold interests in a fiduciary capacity if the person acquires and holds those interests as:
- (a) a nominee for third parties other than the responsible entity;
 - (b) a custodian or trustee on behalf of a professional investor, where that professional investor is not the responsible entity;
 - (c) a responsible entity of another registered scheme and neither the responsible entity nor the associate hold beneficial interests in that scheme;
 - (d) a life insurance company, or an agent of a life insurance company, in the investment, administration and management of the assets of a statutory fund under the *Life Insurance Act 1995*;
 - (e) an approved trustee of a regulated superannuation fund in compliance with the *Superannuation Industry (Supervision) Act 1993* (Cth) and neither the approved trustee nor an associate of the approved trustee hold beneficial interests in the fund.
- (12B) For the purposes of subsections (2A) and (3), an associate of the responsible entity is a bona fide underwriter if:
- (a) the associate enters into an underwriting agreement with the responsible entity, the terms of which would be reasonable in the circumstances if the responsible entity

and the associate were dealing at arms length; and

- (b) the terms of the underwriting agreement are:
 - (i) where the offer is made in accordance with subsection (2A) – disclosed to all persons to whom offers are made; and
 - (ii) where the offer is made in accordance with subsection (3) – disclosed in the Product Disclosure Statement for the offer; and
- (c) the associate disposes of any interests it acquires under the underwriting agreement as soon as reasonably practicable and, in any case, within 6 months of the date on which it acquires the interests; and
- (d) where the associate disposes of interests otherwise than in the ordinary course of trading on the financial market of ASX – the persons who acquire the interests from the associate are not the responsible entity or an associate of the responsible entity.”.

2. Under paragraph 601QA(1)(b) of the Act, ASIC declares that Chapter 5C of the Act applies to the person specified in Schedule B in the case set out in the Schedule E as if section 601GAA as notionally inserted into the Act by ASIC Class Order [CO 05/26] were modified or varied by inserting after subsection 601GAA(9):

“(9A) The responsible entity may set the issue price of interests in the scheme that are components of stapled securities where all of the following apply:

- (a) the constitution makes provision for the issue price of stapled securities;
 - (b) the constitution provides that the responsible entity may allocate a proportion of the issue price of the stapled securities to the interests;
 - (c) the stapled securities are issued at a price, or in accordance with a formula or method that is to be used to calculate the issue price of the stapled securities, which is set out in the constitution;
 - (d) the responsible entity allocates a proportion of the issue price of the stapled securities to the interests in accordance with the constitution.”.
-

3. Under paragraph 601QA(1)(b) of the Act, ASIC declares that Chapter 5C of the Act applies to the person specified in Schedule C in the case set out in the Schedule F as if Chapter 5C were modified or varied as follows:
- (a) omit Part 5C.6;
 - (b) in paragraph 601GA(4)(b):
 - (i) omit the words “if the right may be exercised while the scheme is liquid (as defined in section 601KA) –”;
 - (ii) omit “; and”, substitute “.”; and
 - (c) omit paragraph 601GA(4)(c).
4. Under paragraph 601QA(1)(a) of the Act, ASIC exempts the person specified in Schedule C from paragraph 601FC(1)(d) of the Act to the extent that the latter paragraph requires the person to treat members who hold interests of the same class equally:
- (a) in the case specified in Schedule G; and
 - (b) in the case specified in Schedule H on the conditions set out in Schedule I and for so long as the conditions are met.

Schedule A

Macquarie Airports Management Limited ACN 075 295 760 (“MAML”) in its capacity as responsible entity of:

- (a) Macquarie Airports Trust (1) ARSN 099 597 921 (“MAT1”);
- (b) Macquarie Airports Trust (2) ARSN 099 597 896 (“MAT2”); and
- (c) Macquarie Airports Reset Exchange Securities Trust ARSN 110 748 859 (“MAREST”).

Schedule B

MAML in its capacity as responsible entity of MAT1 and MAT2.

Schedule C

MAML in its capacity as responsible entity of MAREST.

Schedule D

06/0673

Where:

1. MAML in its capacity as responsible entity of MAREST makes an offer of TICKETs in MAREST, which under their terms of issue contain options to acquire stapled securities, by way of a non-renounceable rights offer ("Rights Offer") to holders of TICKETs which, because of the terms of issue of the TICKETs, includes a placement of options, on or about 1 August 2006; and
2. Both TICKETs and stapled securities are quoted on the financial market of ASX; and
3. In relation to the Rights Offer:
 - (a) MAML:
 - (i) in its capacity as responsible entity of MAREST determines the issue price of the TICKETs, which is in the best interests of members of MAREST; and
 - (ii) in its capacity as responsible entity of MAT1 and MAT2 determines the issue price of the options and the issue prices of interests issued in MAT1 and MAT2 on Exchange of the options, which are in the best interests of members of MAT1 and MAT2, without reference to the interests of any of its associates; and
 - (b) all offers of TICKETs are made on the same terms and conditions, except as otherwise permitted by this instrument, and all persons to whom the offers are made receive the same information about the offers; and
 - (c) subject to paragraphs 3(d) and 3(e) of this Schedule, TICKETs offered to, but not acquired by, existing holders of TICKETs ("Shortfall Interests") may be issued to:
 - (i) persons who do not hold TICKETs; or
 - (ii) other existing holders of TICKETs to enable them to acquire TICKETs in excess of their pro-rata entitlement; and
 - (d) TICKETs are not issued to any of the following persons:
 - (i) MAML in its personal capacity or in its capacity as responsible entity of MAREST, MAT1 and MAT2; and
 - (ii) Elise Nominees Pty Limited ACN 069 344 001; and
 - (iii) Woodross Nominees Pty Limited ACN 054 813 080; and

06/0673

- (e) TICKETs are only issued to the following associates of MAML:
- (i) Bond Street Custodians Limited ACN 008 607 065 where it acquires TICKETs as custodian on behalf of:
- (A) Macquarie Investment Management Limited ACN 002 867 003 ("MIML") in its capacity as responsible entity of:
- (I) Macquarie Diversified Treasury (AA) Fund ARSN 104 932 818;
- (II) Macquarie Income Plus Fund ARSN 107 266 615; and
- (III) Macquarie Income Opportunities Fund ARSN 102 261 834,
- and where MIML has entered into a deed poll in a form approved by ASIC that it will not seek to Exchange the options into interests in MAT1 and MAT2 or, if the options are Exchanged into interests in MAT1 and MAT2 by MAML in its capacity as responsible entity of MAREST under the terms of issue of the TICKETs, to dispose of those interests on ASX as soon as reasonably practicable and in any event within 7 days of the interests being issued; and
- (B) associates who are existing holders of TICKETs at the time of the Rights Offer and who acquire TICKETs as members of MAREST; and
- (C) other persons who are not associates of MAML; and
- (ii) Macquarie Equity Capital Markets Limited ACN 001 374 572 where it acquires TICKETs as underwriter and enters into a deed poll in a form approved by ASIC to the effect that it will not exercise any voting rights with respect to any interests it acquires pursuant to the underwriting agreement with MAML, or any interests it acquires in MAT1 and MAT2 on Exchange of any options it acquires pursuant to the underwriting agreement with MAML, without ASIC's prior written consent.

Schedule E

Where, under the terms on which an interest in MAT1, an interest in MAT2 and a share in Macquarie Airports Limited ARBN 099 813 180 ("MAL") are able to be traded on the financial market of ASX, they must be transferred together.

Schedule F

Where:

- (a) the right to withdraw is exercised while MAREST is not liquid;

- (b) a member who holds TICKETs withdraws from MAREST in accordance with terms specified in the constitution of MAREST and under the terms specified in the Product Disclosure Statement for the TICKETs dated on about 1 August 2006 under which:
- (i) TICKETs may be exchanged into stapled securities and:
 - (A) the scheme property of MAREST is to be applied pro-rata to subscribe for the stapled securities; and
 - (B) the constitution of MAREST requires MAML to cause the exchange of TICKETs in accordance with the terms specified in the constitution.
 - (ii) TICKETs may be redeemed and cancelled in consideration for a cash payment and:
 - (A) the scheme property of MAREST is to be applied pro-rata among members whose TICKETs are redeemed; and
 - (B) the constitution of MAREST requires or permits MAML to redeem the TICKETs.

Schedule G

Where:

- (a) MAML treats some of its associates differently to other members but only to the extent necessary to ensure that paragraphs 3(d) and 3(e) of Schedule D of this instrument are met; and
- (b) an associate who is treated in the way described in paragraph (a) of this Schedule consents to being treated in that way and has not withdrawn that consent.

Schedule H

Where MAML acts in accordance with the constitution of MAREST that permits it to:

- (a) require certain members ("foreign members") that are connected to a jurisdiction outside Australia to dispose of their TICKETs; or
- (b) dispose of the TICKETs of the foreign members on their behalf;

in order:

- (c) that MAT1 and MAT2 may retain the declaration that each of MAT1 and MAT2 is a substantially Australian investment fund under the Ownership Regulations; or
- (d) to avoid any breach or potential breach of the Ownership Provisions or non-compliance with the Ownership Regulations (together “the foreign ownership restrictions”) in relation to any Airport Investment by MAT1 or MAT2 resulting from the Exchange of the options into stapled securities, where those options form part of the terms of issue of the TICKETs.

Schedule I

1. MAML reasonably considers that it would be in the best interests of members of MAREST as a whole to cause foreign members to dispose of their TICKETs;
2. MAML forwards to foreign members as soon as reasonably practicable the proceeds upon disposal of TICKETs subject to any allowable deductions for all reasonable costs and expenses of, or incidental to, the disposal that are provided for in the constitution of MAREST and disclosed to prospective holders of TICKETs;
3. MAML takes reasonable steps to ensure that a permanent flag is maintained on the Stock Exchange Automated Trading System of the financial market of ASX regarding the foreign ownership restrictions; and
4. MAML must provide a summary of all information regarding the foreign ownership restrictions that are applicable to MAT1 and MAT2 to all members of MAREST in the annual reports of MAREST and holding statements that are required to be sent to members under the Act or the ASX Listing Rules.

Interpretation

In this instrument:

“Airport Investment” means any direct or indirect investment by MAT1 or MAT2 in or in connection with an airport operator company (as defined in the *Airports Act 1996*) or the holding company of an airport operator company.

“Exchange” means the exercise of options by a holder of TICKETs or by MAML in its capacity as responsible entity, under the terms of the TICKETs and as more fully described in the Product Disclosure Statement for the TICKETs dated on about 1 August 2006.

“holding statements” means the statements (including routine transaction statements and special transaction statements) required to be sent to members under Rules 8.5, 8.6 and 8.7 of the ASX Listing Rules.

06/0673

“option” means an option or right, whether contingent or otherwise, which allows or compels a holder of TICKETS to be issued an interest in MAT1 and MAT2 as a component of stapled securities.

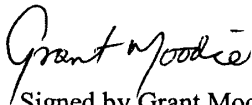
“Ownership Provisions” means Part 3 of, and the Schedule to, the *Airports Act 1996*.

“Ownership Regulations” means the *Airports (Ownership - Interests in Shares) Regulations 1996*.

“stapled security” means an interest in MAT1, an interest in MAT2 and a share in MAL which, under the terms on which they are traded on the financial market of ASX, must be transferred together.

“TICKETS” means Tradeable Interest-bearing Convertible to Equity Trust Securities, carrying the ASX ticker-code MAZPA.

Dated this 1st day of August 2006



Signed by Grant Moodie
as a delegate of the Australian Securities and Investments Commission

06/0674

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 1020F(1)(a) and 1020F(1)(c) –
Exemptions and Declaration

1. Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission (“ASIC”) exempts the person specified in Schedule A from subsection 1012B(3) of the Act in the case set out in Schedule B.
2. Under paragraph 1020F(1)(a) of the Act, and for the avoidance of doubt, ASIC exempts the person specified in Schedule A from subsection 1016B(1) of the Act in the case set out in Schedule C.
3. Under paragraph 1020F(1)(c) of the Act, ASIC declares that Part 7.9 of the Act applies to the person specified in Schedule A in the case set out in Schedule D as if section 1013FA of the Act were modified or varied as follows:
 - (a) in subsection (1) omit “to a continuously quoted security.” and substitute:

“to:

 - (a) a continuously quoted security; or
 - (b) an option to acquire a continuously quoted security.”;
 - (b) in subparagraph (2)(a)(i) after “report” insert “of the registered scheme (the *scheme*) to which the product relates”;
 - (c) in subparagraph (2)(a)(ii) after “report” (first occurring) insert “of the scheme”;
 - (d) in subparagraph (2)(a)(iii) after “notices” insert “relating to the scheme”;
 - (e) in subparagraph (2)(b)(i) after “as” insert “the scheme is”;
 - (f) in subparagraph (2)(b)(ii) omit “paragraph (a).” and substitute “paragraph (a); and”;
 - (g) after subparagraph (2)(b)(ii) insert:

“(iii) contains all the information investors and their professional advisers would reasonably require to make an informed assessment of:

 - (A) the effect of the offer covered by the Product Disclosure Statement on the issuer of the product;
 - (B) if the securities are managed investment products — the effect of the offer covered by the Product

2

06/0674

Disclosure Statement on the registered scheme to which the product relates;

- (C) the rights and liabilities attaching to the continuously quoted securities to which the Product Disclosure Statement relates; and
- (D) if the securities are options – the rights and liabilities attaching to the options themselves and the underlying continuously quoted securities.”.

Schedule A

Macquarie Airports Management Limited ACN 075 295 760 (“MAML”), in its capacity as responsible entity of:

- (a) Macquarie Airports Trust (1) ARSN 099 597 921 (“MAT1”); and
- (b) Macquarie Airports Trust (2) ARSN 099 597 896 (“MAT2”).

Schedule B

The issue, by MAML, in its capacity as responsible entity of MAT1 and MAT2, of interests in MAT1 and MAT2 (components of a stapled security) on exercise of options where all of the following apply:

- (a) the options are offered as a result of an offer by MAML, in its capacity as responsible entity of the Macquarie Airports Reset Exchange Securities Trust ARSN 110 748 859 (“MAREST”), of TICKETs in MAREST, which under their terms of issue contain options; and
- (b) retail clients to whom offers of TICKETs and options are made, are given at or before the time of the offer:
 - (i) a Product Disclosure Statement for the TICKETs; and
 - (ii) a Product Disclosure Statement for options to acquire interests in MAT1; and
 - (iii) a Product Disclosure Statement for options to acquire interests in MAT2; and
 - (iv) a prospectus for the options to acquire shares in Macquarie Airports Limited ARBN 099 813 180 (“MAL”); and
- (c) the offer documents referred to in paragraph (b) of this Schedule are lodged with ASIC on or about 1 August 2006; and
- (d) TICKETs and stapled securities are able to be traded on the financial market of Australian Stock Exchange Limited (“ASX”).

3

Schedule C**06/0674**

The lodgment of Product Disclosure Statements with ASIC on or about 1 August 2006 for the offer of options to acquire interests in MAT1 and interests in MAT2 (components of a stapled security), where all of the following apply:

- (a) the options are offered as a result of an offer by MAML, in its capacity as responsible entity of MAREST, of TICKETs in MAREST, which under their terms of issue contain options; and
- (b) TICKETs and stapled securities are able to be traded on the financial market of ASX.

Schedule D

The offer and issue of an option to subscribe for interests in MAT1 and MAT2 (components of a stapled security) and the issue of interests on exercise of the option, by MAML, in its capacity as responsible entity of MAT1 and MAT2, where all of the following apply:

- (a) the options are offered as a result of an offer by MAML, in its capacity as responsible entity of MAREST, of TICKETs in MAREST, which under their terms of issue contain options; and
- (b) TICKETs and stapled securities are able to be traded on the financial market of ASX.

Interpretation

In this instrument

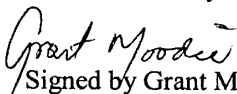
“able to be traded” has the meaning given by section 761A.

“option” means an option or right, whether contingent or otherwise, which allow the holder to be issued an interest in MAT1 and MAT2 as a component of stapled securities.

“stapled security” means an interest in MAT1, an interest in MAT2 and a share in MAL which, under the terms on which they are traded on the financial market of ASX, must be transferred together.

“TICKETs” means Tradeable Interest-bearing Convertible to Equity Trust Securities, carrying the ASX ticker-code MAZPA.

Dated this 1st day of August 2006



Signed by Grant Moodie

as a delegate of the Australian Securities and Investments Commission



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06/0675

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

Notice of Cancellation of an Australian Financial Services Licence

TO: GH Life Style Financial Planning Pty. Ltd., ACN 061 181 299 ("the Licensee") L 1, 1693A Burwood Hwy, BELGRAVE VIC 3160

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 239947 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 7 August 2006

Signed

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

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



ASIC

Australian Securities & Investments Commission

06/0676

Australian Securities & Investments Commission
Corporations Act 2001 Section 915B

Notice of Cancellation of an Australian Financial Services Licence

TO: FTS SECURITIES PTY LTD ABN 23 060 655 978 ("the Licensee")
Level 4 Toowong Tower 9 Sherwood Road, Toowong Qld 4066

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 238980 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 8 August 2006.

Signed

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

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

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Australian Securities & Investments Commission

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

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) exempts:
 - (a) a person from Parts 6D.2, 6D.3 (except section 736) and 7.9 of the Act where the person:
 - (i) makes an eligible offer;
 - (ii) offers to arrange for the issue of financial products under an eligible offer;
 - (iii) issues a financial product under an eligible offer,that does not involve a contribution plan, on the conditions set out in the Schedule and for so long as the conditions are met; and
 - (b) a person (other than a person covered by paragraph (a)) from Part 7.9 of the Act where the person makes a recommendation to acquire financial products under an eligible offer that does not involve a contribution plan, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule have not been met.
2. Under paragraph 911A(2)(l) of the Act, ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 of the Act because of paragraph 1 of this instrument (other than because the person made a recommendation to acquire financial products) from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in that paragraph (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
3. Under paragraph 911A(2)(l) of the Act, ASIC exempts:



ASIC

Australian Securities & Investments Commission

06/0679

- (a) an issuer who is exempt from Part 6D.2 or Part 7.9 of the Act because of paragraph 1 of this instrument;
- (b) any associate of the issuer, including AXA Australia;
- (c) the manager from time to time of the FCPE (presently AXA Investment Managers Paris, the wholly owned subsidiary of AXA Gestion Intersement) (the "Manager") and the custodian from time to time of the FCPE (presently BNP Paribas Securities Services) (the "Custodian");
- (d) any associate of AXA Australia, the Manager or the Custodian; and
- (e) any person acting for or on behalf of the issuer, AXA Australia, the Manager or the Custodian,

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

- (f) the provision of a custodial or depositary service in connection with an eligible offer covered by paragraph 1 of this instrument where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (g) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph 3(f) of this instrument; and
 - (h) dealing in a financial product in connection with an offer covered by the exemption where any acquisition by purchase or disposal of the product (by the issuer or an associate) occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in those financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in those financial products in the relevant place.
4. Under paragraphs 741(1)(a) and 992B(1)(a) of the Act, ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 of the Act because of paragraph 1 of this instrument from sections 736, 992A and 992AA of this Act in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

**ASIC**

Australian Securities & Investments Commission

06/0679

5. Under paragraph 601QA(1)(a) of the Act, ASIC exempts a person who operates a managed investment scheme relating to an eligible offer from Chapter 5C of the Act in relation to the operation of that managed investment scheme.

Schedule

The following conditions apply:

1. the eligible offer must be substantially on the terms set out in the letter from Freehills to ASIC dated 6 July 2006;
2. the person making the offer must:
 - (a) include that offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
3. the issuer must comply (or in the case that the issuer does not have a registered office in the jurisdiction cause AXA Australia which does have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument.
4. the issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer;



ASIC

Australian Securities & Investments Commission

06/0679

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

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

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

- 5. the offer document must state prominently that the eligible offer is an offer for participation in a foreign scheme that is subject to the regulation of the French Autorité des Marchés Financiers (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 eligible offer;
- 6. the Rules must contain provisions to the effect that the books of account maintained in respect of the activities of the FCPE must be audited annually;
- 7. the Manager and/or the Custodian may only levy any fees or charges for operating and administering the FCPE which are payable by the employees to a maximum amount provided for in the Rules and such fees must be fully disclosed in the offer document;
- 8. 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;

**ASIC**

Australian Securities & Investments Commission

06/0679

9. upon AXA Australia receiving notices relating to the buy-back/redemption of units as provided for in the Rules or otherwise under the eligible offer, it must forward these to the Manager without delay;
10. on behalf of the issuer and the Manager, AXA Australia must accept notices, correspondence and service of process at a registered office or principal place of business in Australia;
11. upon AXA Australia being advised that the buy-back arrangements/redemption facilities of the FCPE are suspended or terminated or that listing of the shares of the issuer on any foreign securities exchange is suspended, AXA Australia must notify ASIC within 7 days;
12. the issuer, through AXA Australia, must make available for public inspection at AXA Australia's registered office or principal place of business in Australia, and provide to offerees, copies of the constituent documents of the eligible offer and meet all reasonable requests for information;
13. the issuer, 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/redemption of units in the FCPE to or from Australian residents;
14. the FCPE must at all times be approved or authorised or registered by the Relevant Agency and the Group Saving Plan must at all times be authorised under the law of France;
15. there must at all times be a custodian of the FCPE assets and the Custodian must have been chosen by the Management Company from a list established and approved by the French Minister of the Economy;
16. 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 eligible offer;
 - (b) a certified copy of any written approval or authorisation issued by the Relevant Agency in relation to the eligible offer; and
 - (c) if any document is not in English, a certified translation of that document into English;

**ASIC**

Australian Securities & Investments Commission

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17. AXA Australia must keep at a registered office or principal place of business in this jurisdiction, a register of its employees who participate in the eligible offer and enter in the register:
 - (a) the names and addresses of each employee;
 - (b) the extent of the holding of each employee;
 - (c) the date at which the name of each employee was entered in the register; and
 - (d) the date at which any employee's interest ceased.
18. except as may be required by French law, the Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of participants in the eligible offer unless ASIC notifies AXA Australia in writing that it does not object to the modification or variation;
19. the Manager and the Custodian must comply with the provisions of the Rules; and
20. the eligible offer must at all times comply with the Law of France.

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. ***approved foreign market*** means:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:



7

ASIC

Australian Securities & Investments Commission

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- (i) unless otherwise expressly stated, if any such market involves more than 1 board, only the main board is an approved foreign market; and
 - (ii) such a market is not to be taken not to be an approved foreign market at a particular time only because it was known by another name at that time; or
 - (b) NASDAQ National Market;
4. ***associated body corporate*** of an issuer means:
- (a) a body corporate that is a related body corporate of the issuer; or
 - (b) a body corporate that has voting power in the issuer of not less than 20%; or
 - (c) a body corporate in which the issuer has voting power of not less than 20%;
5. ***Australian dollar equivalent*** in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which the price relates;
6. ***AXA Australia*** means AXA Asia Pacific Holdings Ltd, ACN 069 123 011;
7. ***contribution plan*** means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for units offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
- (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application that is used in respect of the offer, or on a form that is included in or accompanies the offer document;
 - (b) before transferring contributions to acquire units, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the units on offer under the employee share scheme; and



ASIC

Australian Securities & Investments Commission

06/0679

- (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
8. **current market price** means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
9. **eligible employee** means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or an associated body corporate;
10. **eligible offer** means an offer to subscribe for fully-paid shares in the issuer where:
- (a) the shares are in the same class as shares which have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period;
 - (b) the offer is made under an employee share scheme extended only to eligible employees;
 - (c) the shares are to be held by the FCPE; and
 - (d) units in the FCPE are issued to the subscriber;
11. **FCPE** means the Fonds Commun de Placement D'Entreprise governed by the Rules;
12. **financial product advice** has the meaning given by section 766B of the Act;
13. **general advice** has the meaning given by section 766B of the Act;
14. **Group Savings Plan** means the saving plan (International Group Shareholding Plan) for employees of non-French companies of the AXA Group dated 19 October 2001 and its addenda;
15. **issuer** means AXA, a company registered in France;
16. **nominal consideration** means consideration of not more than 1 cent per option;



ASIC

Australian Securities & Investments Commission

06/0679

17. *offer* has a meaning affected by sections 700, 702 and 1010C of the Act;
18. *offer document* means a document setting out an offer under an employee share scheme that:
- (a) includes or is accompanied by a copy, or a summary, of the Rules under which the offer is made; and
 - (b) if a summary (rather than a copy) of the Rules is given — includes an undertaking that during the period (the “offer period”) during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, AXA Australia which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules; and
 - (c) specifies in respect of the shares:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
 - (d) includes an undertaking, and an explanation of the way in which, the issuer (or in the case that the issuer does not have a registered office in this jurisdiction, AXA Australia which does so have a registered office) will, during the offer period, within a reasonable period of the employee requesting, make available to the employee the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as those offered; and
 - (f) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or AXA Australia for the purpose of acquiring financial products under the scheme;
19. *Rules* means the rules of the Group Savings Plan and the rules of the Actionariat Salaries Global AXA FCPE (dated 5 April 2005) as amended from time to time;



ASIC

Australian Securities & Investments Commission

06/0679

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

Commencement

This instrument takes effect on gazettal.

Dated this 9th day of August 2006

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



06/0680
ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: CSS Board, ABN 98 692 384 453 ("the Licensee") PO Box N799
Grosvenor Place SYDNEY NSW 1220

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 238080 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 10th August 2006

Signed

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

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

06/0681

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 601QA(1) – Variation**

Under subsection 601QA(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission (*ASIC*) varies ASIC Instrument [06/0627] dated 17 July 2006 by omitting all the text in Schedule A and substituting:

"GPT Funds Management Limited ACN 115 026 545 as the responsible entity of GPT Wholesale Office Fund No.1 ARSN 120 538 212 (*GPTWOF1*) and GPT Wholesale Office Fund No.2 ARSN 120 538 365 (*GPTWOF2*)."

Dated this 10th day of August 2006



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

Corporations Act 2001
Subsection 164(3)

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

FREEHOLD MINING LIMITED ACN 056 463 579 will change to a proprietary company limited by shares. The new name will be **FREEHOLD MINING PTY LTD** ACN 056 463 579.

INTERNATIONAL EDUCATION & TRAINING COLLEGE LIMITED ACN 101 949 857 will change to a proprietary company limited by shares. The new name will be **INTERNATIONAL EDUCATION & TRAINING COLLEGE PTY LTD** ACN 101 949 857.

MY BUSINESS MANAGER LTD ACN 073 756 493 will change to a proprietary company limited by shares. The new name will be **MY BUSINESS MANAGER PTY LTD** ACN 073 756 493.

QUANTUM SECURITIES & GUARANTEES LTD. ACN 051 060 729 will change to a proprietary company limited by shares. The new name will be **QUANTUM SECURITIES & GUARANTEES PTY LTD** ACN 051 060 729.

REXEL AUSTRALIA LIMITED ACN 000 437 758 will change to a proprietary company limited by shares. The new name will be **REXEL GROUP AUSTRALIA PTY LIMITED** ACN 000 437 758.

THE MUDGEES TRADING COMPANY LIMITED ACN 000 000 797 will change to a proprietary company limited by shares. The new name will be **THE MUDGEES TRADING COMPANY PTY LTD** ACN 000 000 797.

GAGE ROADS BREWING CO PTY LTD ACN 103 014 320 will change to a public company limited by shares. The new name will be **GAGE ROADS BREWING CO LTD** ACN 103 014 320.

KOLMAR LIMITED ACN 009 232 464 will change to a proprietary company limited by shares. The new name will be **KOLMAR PTY LTD** ACN 009 232 464.

OAMPS PROPERTIES PTY LTD ACN 005 961 302 will change to a public company limited by shares. The new name will be **AUSTRALIAN UNDERWRITING HOLDINGS LIMITED** ACN 005 961 302.

RANGER MINERALS LTD ACN 009 098 980 will change to a proprietary company limited by shares. The new name will be **RANGER MINERALS PTY LTD** ACN 009 098 980.

SOLSTICE MEDIA PTY. LTD. ACN 105 598 187 will change to a public company limited by shares. The new name will be **SOLSTICE MEDIA LIMITED** ACN 105 598 187.