



Commonwealth of Australia



ASIC

Australian Securities &
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02 / 09 33

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: Cazenove Australia Pty Ltd, ACN: 001 443 563 ("the Licensee")
PO Box N681
Grosvenor Place NSW 1220

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 11139 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 22nd day of August 2002.

Signed.....

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

02 / 09 34

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: FIFA Securities Limited, ACN: 003 613 438 ("the Licensee")
GPO Box 4090
Sydney NSW 2001

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 11864 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 26th day of August 2002.

Signed.....

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



ASIC 02/0935
Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Corporations Act 2001- Section 340 - ORDER

Pursuant to sub-section 340(1) of the Corporations Act 2001 ("the Act") the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby **MAKES AN ORDER** relieving the company specified in Schedule 1 to this Order and its directors and auditor, from compliance with paragraph 323D(2)(b) of the Act for the purpose of changing its financial year beginning on 1 July 2001 ("the Relevant Financial Year"), subject to the conditions set out in Schedule 2 to this Order.

SCHEDULE 1

Herschel Capital Partners Ltd A.C.N. 094 430 565

SCHEDULE 2

- (a) The Relevant Financial Year shall be the fifteen-month period ending on 30 September 2002.
- (b) Where the Relevant financial Year shall be greater than 12 months, the directors have formed the opinion not earlier than 12 months after the commencement of the Relevant financial year and not later than 15 months after the commencement of the Relevant Financial Year that there are reasonable grounds to believe that the entity will be able to pay its debts as and when they become due and payable (and evidenced this opinion in the minutes of a meeting of the directors).
- (c) The Notes to the financial report for the Relevant Financial Year shall include a statement as to the relief provided by this Order.

Dated 26 August 2002



Signed by **Victor Starr**

as a **Delegate** of the **Australian Securities and Investments Commission**

02 / 09 36

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsections 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 in relation to the persons named in Schedule A in the case referred to in Schedule B with effect until 1 December 2002 as if:

Section 606(1) was modified to disregard acquisitions of relevant interests, and voting power arising as a result of the Acquisition Agreements referred to in Schedule B; and

And, pursuant to subsection 673(1) of the Act ASIC declares that Part 6C.1 of Chapter 6C of the Act applies in relation to the persons named in Schedule A in the case referred to in Schedule B as if:

Section 671B was modified to disregard relevant interests arising as a result of the Acquisition Agreements referred to in Schedule B, and substantial holdings arising as a result of such relevant interests.

Schedule A

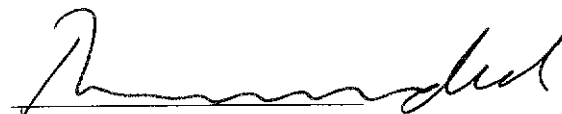
Westpac Banking Corporation (ARBN 007 457 141) and its related bodies corporate ("Westpac").

Schedule B

Acquisitions of relevant interests in voting shares in which Principal Financial Group (Australia) Holdings Pty Limited (ACN 087 480 331) ("PFGAH") or any of its related bodies corporate have a relevant interest, by Westpac, arising as a result of the entry into (but not completion of) the acquisition agreements, in respect of all the shares in:

- (a) PFGAH, between Westpac Banking Corporation, Westpac Financial Services Group Limited (ABN 50 000 326 312), Principal Financial Services (Australia) Inc (an Iowa registered company) and Principal Financial Services, Inc, dated on or about the date of this instrument; and
- (b) BT Financial Group (NZ) Limited, between Principal Financial Services (NZ), Inc, Principal Financial Services, Inc, Westpac Banking Corporation and Westpac Financial Services Group Limited (ABN 50 000 326 312), dated on or about the date of this instrument, (together, the "Acquisition Agreements").

Dated this 26th day of August 2002



Signed by Ian Macdonald
a delegate of the Australian Securities and Investments Commission
banksiainst

02 / 09 37

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF
DAMIAN GILL
UNDER SECTION 832
OF THE CORPORATIONS ACT**

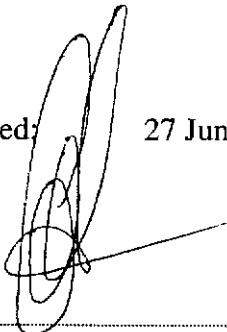
DATE OF DECISION: 27 JUNE 2002

NAME OF DELEGATE: COLIN GRANT

DECISION

Pursuant to section 832 of the Corporations Act 2001 ("The Corporations Act"), I hereby revoke my decision dated 13 November 2001 that Damian Gill be banned from doing any act as a representative of a dealer or investment adviser for a period of two years from the date of that decision.

Dated: 27 June 2002



Colin Grant

Delegate

02 / 09 38

**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 specified in Schedule A in the case specified in Schedule B as if paragraph (b) of Item 7 of the table contained in section 611 of the Act was modified or varied by inserting after the word "associates" where it appears, the words "(other than a person who is an associate solely because subparagraph 12(2)(a)(i) or 12(2)(a)(iii) applies)".

Schedule A

Western Metals Limited ACN 009 150 618 ("Western Metals").

Schedule B

An acquisition by the entities in Schedule C of a relevant interest in 621,896,969 ordinary shares in Western Metals and a relevant interest in the ordinary shares to be issued upon the exercise of 207,298,989 options to subscribe for ordinary shares in Western Metals.

Schedule C

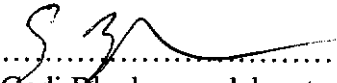
The Prudential Insurance Company of America, Principal Life Insurance Company, National Guardian Life Insurance Company, Federated Life Insurance Company, Federated Mutual Insurance Company, Physicians Life Insurance Company Vista 500, Connecticut General Life Insurance Company, Life Insurance Company of North America, Nationwide Life Insurance Company, General Electric Capital Assurance Company, GE Property and Casualty Insurance Company, First Colony Life Insurance Company, Heritage Life Insurance Company, John Hancock Life Insurance Company, John Hancock Variable Life Insurance Company, Investors Partner Life Insurance Company, Mellon Bank N.A., solely in its capacity as the Trustee for the Bell Atlantic Master Trust, Ace Property and Casualty Insurance Company, The Lincoln National Life Insurance Company, Principal Financial Group Inc., Principal Financial Services Inc., Prudential Financial Inc., Prudential Holdings LLC, Nationwide Mutual Insurance Company, Nationwide Mutual Fire Insurance Company, Nationwide Corporation, Nationwide Financial Services Inc., Federated Mutual Insurance Company, Physicians Mutual Insurance Company, John Hancock Financial Services Inc., The General Electric Company, General Electric Capital Services Inc., General Electric Capital Corporation, GE Financial Assurance Holdings Inc., GNA Corporation, Federal Home Life Insurance Company, Heritage Insurance Group Inc., CIGNA Corporation, CIGNA

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Holdings Inc., Connecticut General Corporation, CIGNA Investments Inc., CIGNA Investment Group Inc., The Lincoln National Corporation, Ace Limited, Ace Prime Holdings Inc., ACE INA Holdings Inc., INA Corporation, INA Financial Corporation and INA Holdings Corporation.

Dated this 20th day of August 2002

Signed:


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

02 / 09 39

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* ('Act') the Australian Securities and Investments Commission ('ASIC') hereby exempts the person specified in Schedule A from subsections 711(2) and 711(3) of the Act in the case specified in Schedule B and on the conditions specified in Schedule C.

Schedule A

Child Care Centres Australia Limited ACN 100 250 646 ('CCA').

Schedule B

A prospectus offering for issue ordinary shares in CCA, to be lodged with ASIC on or about 23 August 2002 ("Prospectus").

Schedule C

The Prospectus sets out:

- (a) the information specified in subsections 711(2) and 711(3) of the Act in relation to each person specified in subsection 711(4) of the Act who is not an Unrelated Vendor; and
- (b) the information specified in subsections 711(2) and 711(3) of the Act in relation to all of those persons who are Unrelated Vendors, on an aggregate basis.

Interpretation

In this instrument:

"Unrelated Vendor" means a person who:

- (a) will be issued securities pursuant to the Prospectus as consideration or part consideration for an acquisition by CCA of:
 - (i) a child care business pursuant to:
 - (A) the exercise by CCA of an option agreement; or
 - (B) the completion of a business sale/purchase agreement, between, or between persons including, the person and CCA; or
 - (ii) shares in, or other securities of, an entity owning or operating a child care business pursuant to:
 - (A) the exercise by CCA of an option agreement; or
 - (B) the completion of a share sale/purchase agreement,

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between, or between persons including, the person and CCA; and

(b) is not a related party of CCA.

DATED the 23rd day of August 2002.

Signed: 

James Lee, as a delegate of the
Australian Securities and Investments Commission

0 2 / 0 9 4 0

**Australian Securities And Investments Commission
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 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 D and for so long as those conditions are met.

SCHEDULE A - PERSONS EXEMPTED

Child Care Centres Australia Limited ACN 100 250 646 (the "issuer").

SCHEDULE B - CASES EXEMPTED

This exemption applies to an offer of options over fully paid shares in the issuer for issue or sale ("Options") for no or nominal consideration and which meets the further requirements set out in Schedule C.

SCHEDULE C - FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must meet the following requirements:

1. It must be a condition of the offer that no shares be granted or issued pursuant to the Options unless shares in the same class as those issued or granted have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market for a period of 12 months immediately preceding the grant or issue without suspension in trading during that period exceeding in total 2 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 scheme 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;
 - (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 this jurisdiction, 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:

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- (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 this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the 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

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 this jurisdiction, 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.

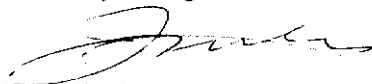
02 / 09 40

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. 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. Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (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:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
7. The current market price of a share shall be taken as 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.

Dated the 23rd day of August 2002.

Signed: 

James Lee, as a delegate of the
Australian Securities and Investments Commission

0 2 / 0 9 4 1

Australian Securities and Investments Commission

**Superannuation Industry (Supervision) Act 1993
Section 328 – Exemption**

Pursuant to section 328 of the Superannuation Industry (Supervision) Act 1993 ("the SIS Act") the Australian Securities and Investments Commission ("ASIC"), on the conditions set out in Schedule B, HEREBY EXEMPTS the person referred to in Schedule A and anyone acting for or on behalf of that person from compliance with section 152 of the SIS Act.

SCHEDULE A

Hevea Pty Limited ACN 006 468 239, (the "Trustee") as the trustee of the pooled superannuation trust known as the Pacific Dunlop Superannuation Investment Trust (the "Trust")

SCHEDULE B

1. The Trust is, pursuant to a requirement contained in its governing rules, used only for investing the assets of one or more standard employer-sponsored funds (the "investing funds").
2. Except in the case referred to in Schedule C, each employer-sponsor of each investing fund is pursuant to a requirement contained in the Trust's governing rules, either:
 - a. Ansell Limited
 - b. a body corporate that is related (within the meaning of section 20 of the SIS Act) to Ansell Limited; or
 - c. a partner of a body corporate that is related (within the meaning of section 20 of the SIS Act) to Ansell Limited.
3. Either:
 - a. the Trustee is, pursuant to a requirement contained in the Trust's governing rules, related to (within the meaning of section 20 of the SIS Act) at least one employer-sponsor of each investing fund; or
 - b. the trustees of the investing funds (taken together) own the majority of the issued shares of the Trustee.

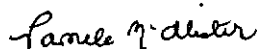
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SCHEDULE C

If an employer-sponsor of the investing fund is not related to, or a partner of a body corporate that is related to Ansell Limited, in accordance with Condition 2 in Schedule B, the Trustee may, pursuant to a provision contained in the Trust's governing rules, either:

- a. allow that employer-sponsor to continue to remain as an employer-sponsor of the investing fund if the employer-sponsor is Pacific Marine Batteries Pty Ltd; or
- b. allow that employer-sponsor to continue to remain as an employer-sponsor of the investing fund for a period of no more than twelve months, or in the case of Ambri Limited no more than fifteen months, after becoming unrelated.

Dated 23 August 2002



Pamela McAlister
A delegate of the Australian Securities and Investments Commission

02 / 09 42

Australian Securities and Investments Commission

**Superannuation Industry (Supervision) Act 1993
Section 328 – Revocation**

Pursuant to section 328 of the Superannuation Industry (Supervision) Act 1993 ("the SIS Act") the Australian Securities and Investments Commission ("ASIC") **HEREBY REVOKES** Exemption instrument 02/0117 dated 23 January 2002.

Dated: 27 August 2002

Pamela McAlister

Pamela McAlister
A delegate of the Australian Securities and Investments Commission

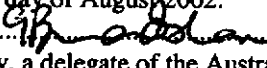
02/0943

**Australian Securities & Investments Commission
Corporations Act 2001 Section 824
Order Revoking Licence**

TO: Christopher Thomas Burrell ("the Licensee")
GPO Box 1398
Brisbane QLD 4001

Pursuant to paragraph 824(d) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes the Licence Number 172190 with effect from when this order is served on the Licensee.

Dated this 27th day of August 2002.

Signed 

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

02/0944

**Australian Securities & Investments Commission
Corporations Act 2001 Section 824
Order Revoking Licence**

TO: Geoffrey Ross Burrell ("the Licensee")
GPO Box 1398
Brisbane QLD 4001

Pursuant to paragraph 824(d) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes the Licence Number 10880 with effect from when this order is served on the Licensee.

Dated this 27th day of August 2002.

Signed 

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

02/0945

**Australian Securities & Investments Commission
Corporations Act 2001 Section 824
Order Revoking Licence**

TO: Thomas Ross Burrell ("the Licensee")
GPO Box 1398
Brisbane QLD 4001

Pursuant to paragraph 824(d) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes the Licence Number 10881 with effect from when this order is served on the Licensee.

Dated this 27th day of August 2002.

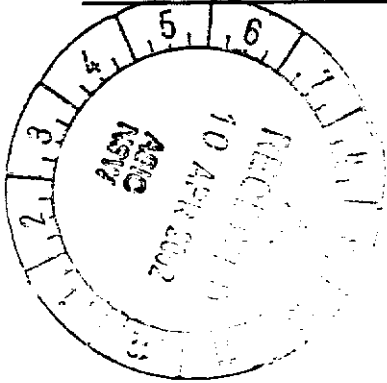
Signed.....

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

02/0946

IN THE SUPREME COURT OF NEW SOUTH WALES **No. 4319 of 2001**
DIVISION: EQUITY
REGISTRY: SYDNEY

IN THE MATTER OF LESLIE REGINALD NELSON AND OTHERS



**AUSTRALIAN SECURITIES &
INVESTMENTS COMMISSION**
Plaintiff

LESLIE REGINALD NELSON
First Defendant

BARROIN PTY LTD ACN 003 632 488
Second Defendant

PROVEST (NSW) PTY LTD
ACN 073 644 283
Third Defendant

AND 8 others named in Schedule A

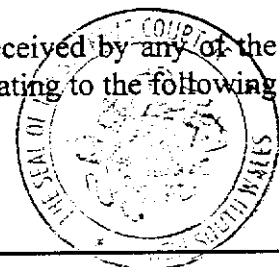
ORDER

The Court notes that:

1. For the purpose of this Order, the following words have the following meaning:

(a) "the Fund" means the fund or scheme comprising of:

(i) monies ("the Monies") had and/or received by any of the First, Second or Third Defendants relating to the following unit trusts;



Filed by:
Australian Securities and Investments Commission
Level 18
1 Martin Place
SYDNEY NSW 2000
DX 653 SYDNEY
Reference : Susanna Anderson

Jan Redfern
Solicitor
Tel : (02) 9911 2191
Fax : (02) 9911 2369

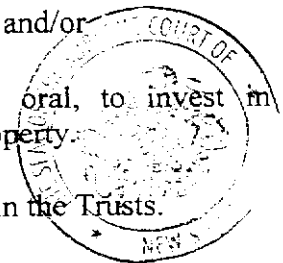
- (A) the Illawarra Unit Trust
 - (B) the Botany Unit Trust
 - (C) the Woodville Unit Trust
 - (D) the MacMahon Unit Trust
 - (E) the Capital Unit Trust
 - (F) the Capital Secure Unit Trust
 - (G) the Security Unit Trust
 - (H) the Security Investment Unit Trust
 - (I) the Greendale Unit Trust
 - (J) the Park Unit Trust
 - (K) the Investment Trust
 - (L) the Figtree Unit Trust
 - (M) the Forest Unit Trust
 - (N) the St George Unit Trust
 - (O) the Southern Unit Trust
 - (P) the Banksia Unit Trust
- ("the Trusts")

- (ii) investment proceeds ("the Investment Proceeds") from the monies; and/or
- (iii) property derived directly or indirectly from the Monies and the Investment Proceeds,

pursuant to any:

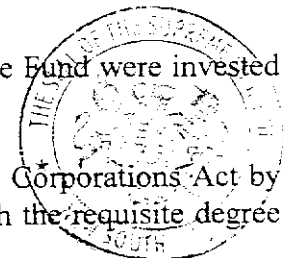
- (iv) loan contract, whether written or oral; and/or
- (v) any agreement, whether written or oral, to invest in securities, mortgages and /or other property.

- (b) "Investors" means the unitholders from time to time in the Trusts.
- (c) "Olive Grove project" means the project owned, operated and/or managed by the First, Fourth and Sixth Defendants at Mudgee, New South Wales.

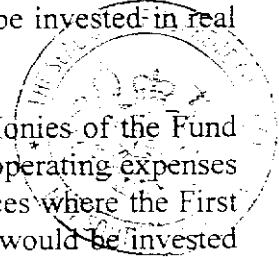


The Court declares that:

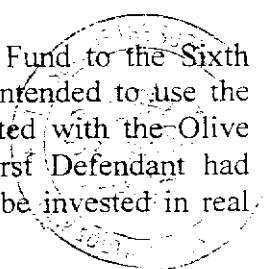
1. The First Defendant has contravened section 601ED of the Corporations Act 2001 ("the Act") by conducting a managed investment scheme, namely, the Fund, from 1990 to 2001 inclusive which had more than 20 members and which was not registered.
2. The First Defendant has contravened section 780 of the Act by:
 - (a) carrying on a securities business; and/or
 - (b) holding himself out as carrying on a securities businessnamely the Fund, from 1990 to 2001 inclusive in circumstances where he did not hold a securities dealers licence and where he was not an exempt dealer.
3. The First Defendant has contravened section 781 of the Act by:
 - (a) carrying on an investment advice business; and/or
 - (b) holding himself out as carrying on an investment advice businessfrom 1990 to 2001 in circumstances where he did not hold a dealers licence and where he was not an exempt investment adviser.
4. The First Defendant has contravened section 727 (1) of the Act by making an offer of securities, namely units in the Trusts of the Fund ("the Securities") or distributing an application form for an offer of the Securities on various dates between 1990 and 2001 in circumstances where a disclosure document for the offer had not been lodged with ASIC.
5. The First Defendant has contravened sections 995(2) and 999 of the Act by, on various dates between 1990 and 2001:
 - (a) informing the Investors or by his conduct leading the Investors to believe that the Monies of the Fund were invested in real property mortgages in circumstances where the Monies were invested in the Olive Grove project; and/or
 - (b) failing to inform the Investors that the Monies of the Fund were invested in the Olive Grove project.
6. The First Defendant has contravened section 180(1) of the Corporations Act by failing to exercise his powers and discharge his duties with the requisite degree of care and diligence in that he, between 1993 and 2001:



- (a) as the sole director of the Second and Third Defendants which companies were the Trustees of the Fund;
- (i) exposed those companies to possible claims by the Investors for breach of trust, breach of fiduciary duty, breach of contract and /or misleading or deceptive conduct through the contraventions set out in declarations 1, 4 and 5,
 - (ii) lent the Monies of the Fund to the Fourth Defendant without obtaining any security,
 - (iii) lent the Monies of the Fund to the Fourth Defendant knowing that the Fourth Defendant intended to use some of the Monies to fund its own operating expenses in circumstances where the Fourth Defendant was experiencing financial difficulties,
 - (iv) lent the Monies of the Fund to the Fourth Defendant knowing that the Fourth Defendant intended to use the majority of the Monies to to purchase and fund the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,
- (b) as the sole director of the Fourth Defendant;
- (i) used approximately \$800,000 of the Monies of the Fund between 1993 and 1996 to pay for the operating and general running expenses of the Fourth Defendant in circumstances where the Fourth Defendant was experiencing financial difficulties and where the First Defendant had told the Investors that those Monies were to be invested in real property mortgages,
 - (ii) used the Monies of the Fund to purchase land and fund the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,
 - (iii) lent and/or gifted some of the Monies of the Fund to the Sixth Defendant knowing that the Sixth Defendant intended to use the Monies to pay the operating expenses associated with the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,
- (c) as the sole director of the Sixth Defendant used the Monies of the Fund lent and/or gifted by the Fourth Defendant to pay the operating expenses associated with the Olive Grove project in circumstances where the First Defendant had informed the Investors that the monies would be invested in real property mortgages.



7. The First Defendant has contravened section 181(1) of the Act by failing to exercise his powers and discharge his duties in good faith in the best interests of the Second, Third, Fourth and Sixth Defendants and for a proper purpose in that he in that he, between 1993 and 2001:
- (a) as the sole director of the Second and Third Defendants which companies were the Trustees of the Fund:
 - (i) exposed those companies to possible claims by the Investors for breach of trust, breach of fiduciary duty, breach of contract and /or misleading or deceptive conduct through the contraventions set out in declarations 1, 4 and 5,
 - (ii) lent the Monies of the Fund to the Fourth Defendant without obtaining any security,
 - (iii) lent the Monies of the Fund to the Fourth Defendant knowing that the Fourth Defendant intended to use some of the Monies to fund its own operating expenses in circumstances where the Fourth Defendant was experiencing financial difficulties,
 - (iv) lent the Monies of the Fund to the Fourth Defendant knowing that the Fourth Defendant intended to use the majority of the Monies to purchase and fund the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,
 - (b) as the sole director of the Fourth Defendant:
 - (i) used approximately \$800,000 of the Monies of the Fund between 1993 and 1996 to pay for the operating and general running expenses of the Fourth Defendant in circumstances where the Fourth Defendant was experiencing financial difficulties and where the First Defendant had told the Investors that those Monies were to be invested in real property mortgages,
 - (ii) used the Monies of the Fund to purchase land and fund the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,
 - (iii) lent and/or gifted some of the Monies of the Fund to the Sixth Defendant knowing that the Sixth Defendant intended to use the Monies to pay the operating expenses associated with the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,



- (c) as the sole director of the Sixth Defendant used the Monies of the Fund lent and/or gifted by the Fourth Defendant to pay the operating expenses associated with the Olive Grove project in circumstances where the First Defendant had informed the Investors that the monies would be invested in real property mortgages.

8. The First Defendant has contravened section 182(1) of the Corporations Act by improperly using his position to gain an advantage for himself or someone else in that he, between 1993 and 2001:

- (a) as the sole director of the Second and Third Defendants which companies were the Trustees of the Fund;

- (i) lent the Monies of the Fund to the Fourth Defendant without obtaining any security,

- (ii) lent the Monies of the Fund to the Fourth Defendant knowing that the Fourth Defendant intended to use some of the Monies to fund its own operating expenses in circumstances where the Fourth Defendant was experiencing financial difficulties,

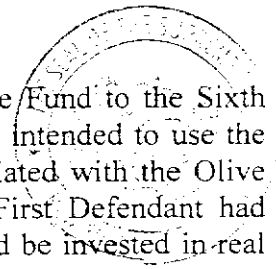
- (iii) lent the Monies of the Fund to the Fourth Defendant knowing that the Fourth Defendant intended to use the majority of the Monies to to purchase and fund the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,

- (b) as the sole director of the Fourth Defendant:

- (i) used approximately \$800,000 of the Monies of the Fund between 1993 and 1996 to pay for the operating and general running expenses of the Fourth Defendant in circumstances where the Fourth Defendant was experiencing financial difficulties and where the First Defendant had told the Investors that those Monies were to be invested in real property mortgages,

- (ii) used the Monies of the Fund to purchase land and fund the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,

- (iii) lent and/or gifted some of the Monies of the Fund to the Sixth Defendant knowing that the Sixth Defendant intended to use the Monies to pay the operating expenses associated with the Olive Grove project in circumstances where the First Defendant had informed the Investors that the Monies would be invested in real property mortgages,



- (c) as the sole director of the Sixth Defendant used the Monies of the Fund lent and/or gifted by the Fourth Defendant to pay the operating expenses associated with the Olive Grove project in circumstances where the First Defendant had informed the Investors that the monies would be invested in real property mortgages

whilst he was the sole director of the Second, Third, Fourth and Sixth Defendants and the sole shareholder of the Fourth and Sixth Defendants.

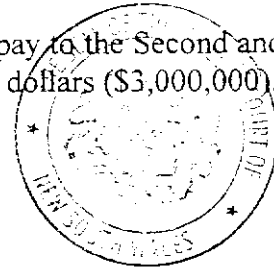
- 9. The First Defendant has contravened section 344(1) of the Act by, between 1990 and 2001, as sole director of the Second, Third, Fourth and Sixth Defendants, failing to take all reasonable steps to ensure that the Second, Third, Fourth and Sixth Defendants kept written financial records:

- (a) that correctly recorded and explained the transactions and financial position of each of those Defendants, and
- (b) that would enable true and fair financial statements to be prepared and audited

in compliance with Part 2M.2 of the Act.

The Court orders that:

- 10. The First Defendant pursuant to sections 206C and 206E of the Act be disqualified from managing corporations for life subject to the right to apply to this Honourable Court for a variation of this order on three months' notice to the Plaintiff after the expiration of five years from the date of this order.
- 11. The First Defendant pursuant to section 1317H of the Act pay to the Second and Third Defendants compensation in the sum of three million dollars (\$3,000,000).



ORDERED: *25 March 2002*

ENTERED: *5 APR 2002*

BY THE COURT
M. SHEVLIN (L.S.)
 CHIEF CLERK

TO: The First Defendant, Leslie Reginald Nelson

If you disobey paragraphs 10 or 11 of these orders you will be liable to sequestration of your property and to imprisonment.

SCHEDULE A

AUSTRALASIAN QUALITY TESTING

PTY LTD ACN 057 437 877

Fourth Defendant

TRANSLINE PTY LTD ACN 003 396 969

Fifth Defendant

RURAL ORCHARD MANAGEMENT SERVICES PTY LTD ACN 079 038 538

Sixth Defendant

ALERT BUSINESS MANAGEMENT SERVICES PTY LTD ACN 002 422 273

Seventh Defendant

MUDGE PROPERTY MANAGEMENT SERVICES PTY LTD

ACN 083 125 124

Eight Defendant

AUS-OLIVES PTY LTD ACN 076 187 285

Ninth Defendant

SMART BUSINESS COMPUTERS PTY LTD ACN 053 905 141

Tenth Defendant

EAST COAST GUARDIANS PTY LTD ACN 056 373 589

Eleventh Defendant

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D applies to each person specified in Schedule A in the case specified in Schedule B as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

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

and section 708 does not say otherwise.

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

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

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

Schedule A – Persons to whom this declaration applies

Any of the following persons (the "Seller") who makes an offer of securities of Mount Gibson Iron Limited (ACN 008 670 817) (the "Issuer") for sale of the kind referred to in Schedule B:

- Dominant Holdings AG.
- Kingstream Steel Limited (Subject to Deed of Company Arrangement) (ACN 009 224 800).

Schedule B – Case in which this declaration applies

This declaration applies only to an offer of securities of the Issuer for sale which has each of the following 4 characteristics:

1. The securities were issued to the Seller on 1 August 2002.
2. The securities are not, and do not include, debentures.
3. The securities are covered by Category 5 set out in Schedule C.

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4. A Reliance Notice was provided to ASIC by the Issuer within 2 business days after the date of this declaration.

Schedule C – Category of relief

Category 5

- (1) The securities are in a class of securities that were quoted ED securities at all times in the 12 months before the date of issue; and
- (2) there is a completed contract for the issue of the securities; and
- (3) at the time of issue, no determination under subsection 713(6) is in force with respect to the Issuer; and
- (4) contemporaneously with, and in any event by no later than 3 business days after the time of issue, the Issuer notifies the operator of the prescribed financial market on which the securities were quoted that:
 - (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer of the securities has been disclosed to the operator of the prescribed financial market; or
 - (b) there is no information of that kind to disclose; and
- (5) the offer for sale does not occur until after the notification referred to in (4) has occurred; and
- (6) the Seller is not aware of any failure by the Issuer to comply with any undertaking contained in the Reliance Notice.

Interpretation

In this instrument:

1. "completed contract" means a contract where consideration for the issue of the securities has been fully paid;
2. "Reliance Notice" means a written notice headed "Notice of Intended Reliance on ASIC Declaration dated 27 August 2002" which:
 - (a) specifies that the Issuer seeks to rely on Category 5 with respect to an issue of securities that may be subject to a subsequent offer for sale;
 - (b) specifies the date of issue of the securities;
 - (c) specifies the identity of the person to whom the securities were issued;
 - (d) specifies when the contract for issue of the securities was completed; and
 - (e) includes an irrevocable undertaking by the Issuer to provide ASIC with any other information known to the Issuer which ASIC requests in writing in

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relation to the issue of securities within 5 business days of receipt of a written request from ASIC for that information; and

3. except where otherwise stated, references to Chapters, Parts and sections are to Chapters, Parts and sections of the *Corporations Act 2001*.

Dated the 27th day of August 2002.



Signed by Romanie Hollingworth
as delegate of the Australian Securities and Investments Commission

02/0950

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: Cockatoo Ridge Wines Ltd, ACN: 008 095 207 ("the Licensee")
Level 7
530 Little Collins St
Melbourne VIC 3000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 10801 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 29th day of August 2002.

Signed 

Jeffrey Scott, a delegate of the Australian Securities and Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 Section 824
Order Revoking Licence**

TO: John Mario Cappellin ("the Licensee")
Level 4
505 St Kilda Rd
Melbourne VIC 3004

Pursuant to paragraph 824(d) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes the Licence Number 197146 with effect from when this order is served on the Licensee.

Dated this 29th day of August 2002.

Signed 

Jeffrey Scott, a delegate of the Australian Securities and Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: Willdana Proprietary Limited, ACN: 004 941 397 ("the Licensee")
PO Box 79
Mount Gambier SA 5290

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 160130 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 29th day of August 2002.

Signed 

Jeffrey Scott, a delegate of the Australian Securities and Investments Commission

02/0953

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: Benchmark Farming Australia Ltd, ACN: 086 748 343 ("the Licensee")
Level 5
63 Pirie St
Adelaide SA 5000

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 206550 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 29th day of August 2002.

Signed *J. Scott*

Jeffrey Scott, 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.

CAPITAL FINANCE MANAGEMENT GROUP PTY LTD ACN 101 048 551 will change to a public company limited by shares. The new name will be CAPITAL FINANCE MANAGEMENT GROUP LTD ACN 101 048 551.

CENTREPOINT PREMIUM FINANCE PTY LTD ACN 010 650 110 will change to a public company limited by shares. The new name will be CENTREPOINT PREMIUM FINANCE LIMITED ACN 010 650 110.

FATS AUSTRALIA LIMITED ACN 065 343 053 will change to a proprietary company limited by shares. The new name will be FATS AUSTRALIA PTY LTD ACN 065 343 053.

FOUR ARROWS RURAL MANAGEMENT PTY LTD ACN 085 232 908 will change to a public company limited by shares. The new name will be FOUR ARROWS RURAL MANAGEMENT LIMITED ACN 085 232 908.

JERVOIS MINING N.L. ACN 007 626 575 will change to a public company limited by shares. The new name will be JERVOIS MINING LIMITED ACN 007 626 575.

PICCADILLY CAPITAL LIMITED ACN 093 439 180 will change to a proprietary company limited by shares. The new name will be PICCADILLY CAPITAL PTY LIMITED ACN 093 439 180.

THE CABINET PTY LIMITED ACN 091 422 347 will change to a public company limited by shares. The new name will be THE CABINET LIMITED ACN 091 422 347.

WATERBANK AUSTRALIA PTY LTD ACN 100 673 005 will change to a public company limited by shares. The new name will be WATERBANK AUSTRALIA LIMITED ACN 100 673 005.

WEBND TECHNOLOGIES LIMITED ACN 089 486 868 will change to a proprietary company limited by shares. The new name will be WEBND HOLDINGS PTY. LTD. ACN 089 486 868.

CASTELS LIMITED ACN 080 297 007 will change to a proprietary company limited by shares. The new name will be CASTELS PTY LTD ACN 080 297 007.

CHANCELLORS PTY. ACN 010 382 706 will change to a proprietary company limited by shares. The new name will be CHANCELLORS PTY LIMITED ACN 010 382 706.

FOUR ARROWS PTY LTD ACN 082 491 512 will change to a public company limited by shares. The new name will be FOUR ARROWS LIMITED ACN 082 491 512.

INTEGRATED FINANCIAL RESOURCES PTY LTD ACN 082 517 217 will change to a public company limited by shares. The new name will be INTEGRATED FINANCIAL RESOURCES LIMITED ACN 082 517 217.

MIDLAND AUSTRALIA LIMITED ACN 001 680 315 will change to a proprietary company limited by shares. The new name will be MIDLAND AUSTRALIA PTY LIMITED ACN 001 680 315.

PRIDE'S CENTRE OF EXCELLENCE LTD ACN 007 799 144 will change to a proprietary company limited by shares. The new name will be PRIDE'S CENTRE OF EXCELLENCE PTY LTD ACN 007 799 144.

THE FROST ORGANISATION LIMITED ACN 087 336 810 will change to a proprietary company limited by shares. The new name will be THE FROST ORGANISATION PTY LTD ACN 087 336 810.

WEB MEDIA PUBLISHING LIMITED ACN 088 690 199 will change to a proprietary company limited by shares. The new name will be WEB MEDIA PUBLISHING PTY LTD ACN 088 690 199.

Corporations Act 2001
Subsection 164(3)

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

AUSTRALIAN FINANCE DIRECT PTY LIMITED ACN 098 986 139 will change to a public company limited by shares. The new name will be AUSTRALIAN FINANCE DIRECT LIMITED
ACN 098 986 139.

RIVERINA FOREST MANAGEMENT LIMITED ACN 078 245 968 will change to a proprietary company limited by shares. The new name will be RIVERINA FOREST MANAGEMENT PTY LTD
ACN 078 245 968.
