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RIGHTS OF REVIEW

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

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Australian Securities and Investments Commission Corporations Act 2001 — Subsection 173(6) — Exemption

Under subsection 173(6) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission hereby exempts the company specified in Schedule A ("Company") from subsections 173(1) and 173(3) of the Act in relation to information described in Schedule B except in the cases described in Schedule C.

Schedule A

Woolworths Limited (ACN 000 014 675) ("Woolworths").

Schedule B

This exemption applies to information in the Company's register of debenture holders ("Register") about debentures (known on issue as Woolworths Notes) that are not convertible into shares or options over unissued shares.

Schedule C

- 1. This exemption does not apply in relation to an inspection, or request for a copy, of the Register by a registered debenture holder to the extent that the inspection or request relates to that part of the Register which contains particulars of that person's holdings.
- 2. This exemption does not apply in relation to an inspection, or request for a copy, of the Register by a person if the person has provided the Company with a written undertaking, duly signed by that person, to the effect that:
 - (a) the person will not use the copy of, or information obtained from, the Register for any purpose other than:
 - (i) calling a meeting of registered debenture holders;
 - making an offer to a registered debenture holder to acquire debentures held by that person;
 - (iii) notifying a registered debenture holder of a matter relating to the carrying out by the Company or the trustee of the trust deed relating to the debentures of its functions and duties under that deed or the Act;
 - (iv) undertaking bona fide statistical or analytical research; or

- (v) any other purpose approved in writing by the Australian Securities and Investments Commission; and
- (b) the person will not disclose the copy of, or information obtained from, the Register to any other person except a person identified in the undertaking by name and address and except solely for the purposes specified in paragraph (a).

Dated this 29th day of March 2006.

Signed by:

Elizabeth Korpi, as a delegate of the

Australian Securities and Investments Commission.

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

- 1. 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 for the provision of financial services in relation to a managed investment scheme of the kind referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met
- 2. Under paragraph 601QA(1)(a), ASIC exempts the persons referred to in Schedule A from compliance with subsection 601ED(5) in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
- 3. Under paragraph 741(1)(a), ASIC exempts the persons referred to in Schedule B from compliance with Parts 6D.2 and 6D.3 (except section 736) in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.

Schedule A

The Cruising Club (Australasia) Pty Ltd ACN 084 335 222 ("Promoter") and any of its related bodies corporate ("Promoter") and any other person ("Franchisee Promoter") who exploits a right, conferred by the Promoter, to use a trade mark or design or other intellectual property or the goodwill attached to it in connection with the promotion or operation of a syndicate as described in Schedule C, under an arrangement between the Promoter and the Franchisee Promoter.

Schedule B

A company ("Developer") which agrees to transfer ownership of a boat, or agrees to provides funds to purchase a boat, to another company ("Boat Owning Company") in consideration for the issue of shares in the Boat Owning Company to the Developer, in connection with a syndicate as described in Schedule C.

Schedule C

A managed investment scheme ("syndicate") each interest ("syndicate interest") in which arises out of an agreement ("Equity Owners' Agreement") which confers rights and entitlements on a holder of shares in the Boat Owning Company to use, occupy or possess (for personal and recreational purposes only) for 2 or more periods for which the syndicate is to operate, a boat, where:

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- (a) the boat is, or moneys to purchase the boat are, provided by the Developer to the Boat Owning Company as consideration for the issue of shares in the Boat Owning Company to the Developer, with a view to those shares being transferred to persons wishing to use, occupy or possess the boat for personal and recreational purposes from time to time;
- (b) the sale of the shares in the Boat Owning Company by the Developer is carried out by the Promoter or the Franchisee Promoter (as applicable) as agent for the Developer in accordance with a Developer Agreement;
- (c) the number of members of the syndicate does not exceed 16 persons; and
- (d) the Promoter or Franchisee Promoter (as applicable) is responsible for the management of the boat, including as to maintenance, repairs, bookings and berthing, in accordance with a Management Agreement.

Schedule D

- 1. The Promoter, Developer and Boat Owning Company in relation to a syndicate must take reasonable steps to ensure that:
 - (a) the Product Disclosure Statement (PDS) for offers of syndicate interests for issue or sale prominently discloses the following in a clear, concise and effective manner:
 - (i) a syndicate interest is not an investment product and is not intended to provide the holder of the interest with a financial return;
 - (ii) a syndicate interest is likely to be illiquid because of the absence of a secondary market for the trading of syndicate interests:
 - (iii) a person who applies for a syndicate interest may, by written notice ("cooling-off notice") to the Promoter or Franchisee Promoter (as applicable) received at an address of the Promoter or Franchisee Promoter in this jurisdiction specified in the PDS not later than 14 days after the date the application form is signed by the person ("cooling-off period"), withdraw the application and to be immediately repaid any application moneys without penalty;
 - (iv) the Promoter or Franchisee Promoter (as applicable), Developer or Boat Owning Company is under no obligation to purchase or redeem syndicate interests after the expiration of the cooling-off period;
 - (v) the Promoter or Franchisee Promoter (as applicable) will manage the boat in accordance with the Management Agreement and syndicate members have no right to replace the Promoter or Franchisee Promoter by voting their shares in the Boat Owning Company;
 - (vi) neither the Promoter nor the Franchisee Promoter holds an Australian financial services licence under the Act with respect to the provision of financial services relating to the promotion and operation of the syndicate

and are not regulated by ASIC as financial services licensees; and

- (vii) the syndicate is not registered as a managed investment scheme under the Act and is not subject to the regulatory protections of that Act; and
- (b) the cooling-off notice:
 - (i) is in a form that may be completed by a person who applies for a syndicate interest and included in the PDS; and
 - (ii) is referred to on the front cover of the PDS; and
- (c) the Syndicate Agreement which governs the operation of the syndicate is substantially the same as the draft Syndicate Agreements given to ASIC on 2 August 2005; and
- (d) all application monies for the acquisition of syndicate interests are held in a trust account with an Australian ADI until the interests are issued or transferred to the applicant or the application moneys are returned to the applicant; and
- syndicate interests are not issued or transferred before the expiration of the (e) cooling-off period.
- 3. The Cruising Club (Australasia) Pty Ltd as Promoter must become and remain a member of an external dispute resolution scheme.

Interpretation

For the purposes of this instrument:

References to provisions are to provisions of the Act.

"Developer Agreement" means an agreement between the Developer, Boat Owning Company and the Promoter or Franchisee Promoter (as applicable), which provides for the transfer of ownership of a boat or the provision of funds to purchase a boat by the Developer, and for the appointment of the Promoter or Franchisee Promoter as the agent of the Developer for the purposes of promoting and selling shares in the Boat Owning Company.

"external dispute resolution scheme" means an external dispute resolution scheme approved by ASIC under subparagraph 912A(2)(b)(i).

"Management Agreement" means an agreement between the Boat Owning Company and the Promoter or Franchisee Promoter (as applicable) under which the Boat Owning Company appoints the Promoter or Franchisee Promoter to manage the day to day use, operation and maintenance of the boat.

"Syndicate Agreements" means the Developer Agreement, Equity Owners' Agreement and Management Agreement.

Commencement

06/0347

This instrument takes effect on the later of:

- (a) the date it is registered under the Legislative Instruments Act 2003; and
- (b) the date of its gazettal.

Note: An instrument is registered when it is recorded on the Federal Register of Legislative Instruments (*FRLI*) in electronic form: see *Legislative Instruments Act 2003*, s 4 (definition of *register*). The FRLI may be accessed at http://www.frli.gov.au/.

Dated this 12th day of September 2006

Signed by Grant Moodie

Australian Securities and Investments Commission Corporations Act 2001 - Subsection 741(1) — Revocation & Declaration

Under subsection 741(1) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby revokes ASIC Instrument [02/1014] and declares that Chapter 6D of the Act applies to Brambles Industries Limited ACN 000 129 868 as if subparagraph (b)(iii) the definition of "continuously quoted securities" in section 9 of the Act were modified by inserting after the number "340", the text "(other than Order [06/690])".

Dated this 8th day of September 2006.

Signed by Rupert Clive Smoker

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

Under paragraph 1020F(1)(c) of the *Corporations Act* 2001 (the "Act"), the Australian Securities and Investments Commission declares that Part 7.9 of the Act applies to APN Funds Management Limited ACN 080 674 479 ("APN") as the responsible entity of APN/UKA European Retail Trust ARSN 114 153 641 (the "Scheme") in the case specified in the Schedule as if subsection 1012DA(5) of the Act were modified or varied as follows:

- (a) omit paragraph 1012DA(5)(a), substitute:
 - "(a) the relevant product is an interest in a registered scheme of which at least one class of interest were quoted securities at all times in the 12 months before the day on which the relevant product was issued; and"; and
- (b) in paragraph 1012DA(5)(d), immediately after the number "340", insert "(other than an order under section 340 which relieves a person from the requirement of subsection 323D(5))".

Schedule

Where:

- (a) the constitution of the Scheme:
 - (i) confers on APN the power to create different classes of interest; and
 - (ii) provides that all interests of the same class are of equal value; and
 - (iii) provides for the conversion of interests from one class to another class; and
- (b) APN issues partly paid ordinary interests and fully paid ordinary interests in accordance with the constitution; and
- (c) the partly paid ordinary interests are issued on terms that they will convert into fully paid ordinary interests on final payment of calls due in respect of the partly paid ordinary interests; and
- (d) the rights and liabilities attaching to the fully paid ordinary interests and partly paid ordinary interests are the same but for the liability for calls attaching to the partly paid ordinary interests; and
- (e) fully paid ordinary interests are quoted on the financial market of Australian Stock Exchange Limited ACN 008 624 691 ("ASX"); and
- (f) partly paid ordinary interests have been quoted on the financial market of ASX at all times in the 12 months before the date of this instrument; and
- (g) fully paid ordinary interests are issued on or about 7 September 2006 ("Placement Date") without a Product Disclosure Statement for those interests being prepared; and



(h) no order under section 340, except for ASIC Order [05/1021] dated 28 September 2005, covered APN in relation to the Scheme at any time in the 12 months before the Placement Date.

Interpretation

In this instrument:

"fully paid ordinary interests" means fully paid ordinary interests in the Scheme carrying the ASX ticker-code AEZ.

"partly paid ordinary interests" means partly paid ordinary interests in the Scheme carrying the ASX ticker-code AEZCA.

Dated this 7th day of September 2006

Signed by Olivia Leung

Australian Securities and Investments Commission Corporations Act 2001 — Paragraph 1020F(1)(a) — Exemption

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 in the case referred to in Schedule B on the conditions set out in Schedule C and for so long as those conditions are met, from the requirement in subsection 1017DA(3) of the Act to the extent that subsection 1017DA(3) requires the person to provide the information under sub-regulations 7.9.36(b) and 7.9.37(1)(f) of the Corporations Regulations 2001 (Regulations) in a periodic statement.

Schedule A

Colonial First State Investments Limited ACN 002 348 352 (CFSL) in its capacity as trustee of:

Colonial First State FirstChoice Superannuation Trust ABN 26 458 229 557; and Colonial First State Rollover and Superannuation Fund ABN 88 854 638 840

(each a Fund)

Schedule B

Where the Fund offers a choice of multiple Investment Options to its members.

Schedule C

- CFSL must ensure that the periodic statement discloses in a prominent manner that:
 - (a) the Investment Option information is available to the members of the Fund on CFSL's website at no charge to the members; and
 - (b) CFSL will provide the Investment Option information upon request by a member and at no charge to the member.
- 2. CFSL must provide or make available to a member of the Fund the Investment Option information in accordance with paragraphs 1(a) and 1(b) of Schedule C.

Interpretation

06/0767

In this instrument:

Investment Option means an investment strategy or combination of strategies within the Fund from which a member may choose and to which subsection 52(2)(f) of the Superannuation Industry (Supervision) Act 1993 applies.

Investment Option information means the information referred to in sub-regulations 7.9.36(b) and 7.9.37(1)(f) of the Regulations as if each Investment Option is a sub-plan for the purposes of those sub-regulations.

periodic statement means a statement that is required to be given under subsection 1017D(1) of the Act and paragraph 7.9.60B(1)(b) of the Regulations.

Dated this 5th day of September 2006

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

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Australian Securities and Investment 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 and on the conditions set out in Schedule C.

Schedule A

ING Management Limited ACN 006 065 032 (the "responsible entity") as the responsible entity of ING Industrial Fund ARSN 089 038 175 (the "Scheme").

Schedule B

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

- (a) the REIT is listed on the Toronto Stock Exchange;
- (b) the REIT is subject to the regulation of:
 - the Alberta Securities Commission; or (i)
 - the Ontario Securities Commission; or (ii)
 - the Commission des valuers mobileres du Quebec; or (iii)
 - the British Columbia Securities Commission; and (iv)
- the responsible entity reasonably believes the REIT is subject to adequate safeguards for (c) investor funds.

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 September 2006

Signed by

Duncan Brakell



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

Under paragraphs 601QA(1)(a), 911A(2)(1), 992B(1)(b) and 1020F(1)(a) of the *Corporations Act 2001* the Australian Securities and Investments Commission (ASIC) varies ASIC Instrument [06/0261] dated 20 March 2006 by adding in Schedule A after "Cape View Developments WA Pty Ltd ACN 109 689 643" the following:

", Westbeach Enterprises Pty Ltd ACN 100 921 033, Begonia Gardens Pty Ltd ACN 074 783 449, Quadrant Investments Pty Ltd ACN 119 035 693, Sputnik Holdings Pty Ltd ACN 117 437 368 and Venetia Investments Pty Ltd ACN 119 073 791"

and by omitting "of Lot 1000" after "Strata Lot 18" and substituting:

"on Strata Plan 40537 at".

Dated this 7th day of September 2006

Signed by Peter Knight

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if:

- 1. the text of paragraph 723(3)(b) of the Act was omitted and the following substituted:
 - "the securities are not admitted to quotation within 3 months after the later of:
 - (i) the date of the disclosure document; and
 - (ii) the date of the latest supplementary disclosure document which discloses that the securities are not admitted to quotation;";
- 2. paragraph 724(1)(a) of the Act was modified or varied by omitting the words "and that condition is not satisfied within 4 months after the date of the disclosure document" and substituting the words:
 - "and that condition is not satisfied within 4 months after the later of:
 - (iii) the date of the disclosure document; or
 - (iv) the date of any supplementary disclosure document which discloses that the securities are not admitted to quotation"; and
- 3. the text of subparagraph 724(1)(b)(ii) was omitted and the following substituted:
 - "(ii) the securities are not admitted to quotation within 3 months after:
 - (A) the date of the disclosure document; or
 - (B) the date of any supplementary disclosure document which discloses that the securities are not admitted to quotation;"

SCHEDULE A

Azurn International Limited ACN 103 539 135 ("Issuer") and any person acting on its behalf.

SCHEDULE B

An offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 16 June 2006.

Dated this 11th day of September 2006.

Signed:

Stefan Pfeifle, as a delegate of ASIC

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF IAN WILLIAM NICHOLLS

AND

SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Ian William Nicholls 12 Colvin Avenue Carlton NSW 2218

ORDER PURSUANT TO SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

TAKE NOTICE that the Australian Securities and Investments Commission hereby prohibits Ian William Nicholls from providing any financial services for a period of five (5) years from the date of service of this Order.

Dated this 9th day of August 2006.

Delegate of the Australian Securities and

Investments Commission

Your attention is drawn to sections 920C and 1311 of the Corporations Act 2001 which provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 month or both).

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION IN THE MATTER OF MICHAEL JOHN BUTT

AND

SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Michael John Butt 2 Doolan Street Invermay Tasmania 7250

ORDER PURSUANT TO SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

TAKE NOTICE that the Australian Securities and Investments Commission hereby permanently prohibits Michael John Butt from providing any financial services from the date of service of this Order.

Dated this 31st day of August 2006.

Delegate of the Australian Securities and

Investments Commission

Your attention is drawn to sections 920C and 1311 of the Corporations Act 2001 which provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 month or both).

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

06/0775

Notice is hereby given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 6 September 2006.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF MARK LEIGH CLIFTON

SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Mr M

Mr Mark Leigh Clifton

Unit 1

49-51 Bonito Street Corlette NSW 2315

ORDER PURSUANT TO SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

TAKE NOTICE that pursuant to paragraphs 920A(1)(e) and 920A(1)(f) and section 920B of the Corporations Act 2001 the Australian Securities and Investments Commission hereby prohibits Mark Leigh Clifton from providing any financial services for a period of ten years.

Dated this 1st September 2006.

Signed: ...

Graeme Darcy Plath

Delegate of the Australian Securities and

Investments Commission

Your attention is drawn to sections 920C and 1311 of the Corporations Act 2001 that provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 months or both).



Australian Securities and Investments Commission Corporations Act 2001 — Paragraph 911A(2)(1) — 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

NM Rothschild & Sons Limited (the body) in the case that all of the following apply:

- (a) the body has a current Part IV Permission;
- (aa) the body is a body corporate incorporated in the UK;
- (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.



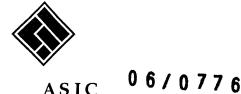
Schedule B

Where:

- 1. the body provides any of the following 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) eligible deposit products;
- (f) derivatives;
- (g) foreign exchange contracts;
- (h) securities;
- (i) debentures, stocks or bonds issued by a government; or
- (j) interests in a managed investment scheme.
- 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;



Australian Securities & Investments Commission

- (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
- (i) the body covenants that, on written request of either the FSA or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the FSA to disclose to ASIC and ASIC to disclose to the FSA any information or document that the FSA or ASIC has that relates to the body; and
- (d) written consents to the disclosure by the FSA to ASIC and ASIC to the FSA of any information or document that the FSA 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 UK regulatory requirements if the financial service were provided in the United Kingdom 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 UK 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 UK regulatory requirements (including the power or authority of the FSA to supervise, monitor or procure compliance by the body with the UK 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 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 FSA 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:
 - 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 FSA under UK 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;

eligible deposit product means any deposit-taking facility that is not a deposit product as defined in section 761A 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;

FSA means the Financial Services Authority of the United Kingdom;

FSM Act means the Financial Services and Markets Act 2000 of the United Kingdom;

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 FSA) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body;

Part IV Permission means a permission given by the FSA under Part IV of the FSM Act;

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

UK 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 FSA; and

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



ASIC

Commencement

06/0776

Australian Securities & Investments Commission

This instrument takes effect on gazettal.

Dated this 12th day of September 2006

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



Corporations Act 0 6 / 0 7 7 7 Section 657A Declaration of Unacceptable Circumstances

In the matter of Australian Pipeline Trust

WHEREAS

Background

- On 22 June 2006, Alinta Limited (Alinta) and The Australian Gas Light Company (AGL) executed a Merger Implementation Agreement (MIA) to merge their infrastructure assets, including AGL's holding of 30% in Australian Pipeline Trust, subject to the implementation of schemes of arrangement between Alinta and AGL (Schemes).
- 2. On 3 July 2006, the Australian Securities and Investment Commission (ASIC) made a Declaration pursuant to paragraph 655A(1)(b) of the Corporations Act that omitted and replaced section 609(7) of the Corporations Act in a modified form as it applied to Alinta in respect of the MIA.
- 3. Between 16 August 2006 and 22 August 2006, Alinta acquired approximately 10.25% of the units in Australian Pipeline Trust (Acquisitions).

Application

4. The Takeovers Panel (**Panel**) received an application dated 21 August 2006 from Australian Pipeline Limited (in its capacity as responsible entity of Australian Pipeline Trust) and Australian Pipeline Trust (together **APT**) in relation to the Acquisitions.

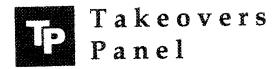
Unacceptable Circumstances

- 5. The Panel finds the Acquisitions constituted the acquisition of a substantial interest in APT.
- 6. The Panel also finds the Acquisitions, when taken in context of the relief granted by ASIC, the forthcoming Schemes and the existing holding of 30% in APT by AGL, are likely to have an effect on the control or potential control of APT.
- 7. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances.
- 8. The Panel has considered the desirability of the acquisition of control of units in APT taking place in an efficient, competitive and informed market, and other purposes of the Takeovers Chapters as set out in section 602 of the Corporations Act. Having considered these issues, the Panel has decided to make a declaration under 657A of the Corporations Act that the Acquisitions are unacceptable circumstances having regard to the effect of the Acquisitions on the acquisition of a substantial interest in APT by Alinta and the control or potential control of APT.

Nerolie Withnall

Fresident of the Sitting Panel

/Dated 2 September 2006



06/0778 Orders Australian Pipeline Trust

Corporations Act Section 657D Final Orders

In the matter of Australian Pipeline Trust

Pursuant to section 657D of the Corporations Act 2001 (Act) and pursuant to a declaration of unacceptable circumstances made by the Panel on 3 September 2006, the Takeovers Panel HEREBY ORDERS:

Divestment order

- (1) that the legal title to and beneficial ownership of the Sale Units be vested in the Australian Securities and Investments Commission (ASIC) by the transfer of the Sale Units from Alinta to ASIC, for ASIC to:
 - (a) sell the Sale Units; and
 - (b) subject to any requirement arising under a Tax Law, account to the persons who, immediately before the making of this order, were the registered holders of the relevant Sale Units for the proceeds of sale, net of the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC, or which ASIC reasonably incurs, or estimates it will incur, in complying with these orders (even where those costs, fees or expenses are incurred in relation to any earlier unsuccessful attempt to sell the Sale Units). If ASIC considers there to be a reasonable doubt as to whether a requirement has arisen under a Tax Law, ASIC is not required to so account for that proportion of the proceeds relating to the apparent requirement until it has determined whether a requirement has, in fact, arisen;
- (2) that Alinta and its agents do all things necessary to give effect to the transfer under order (1);
- (3) that ASIC retain an investment bank or licensed stock broker (**Appointed** Seller) which:
 - (a) ASIC considers to be appropriately licensed to conduct the sale; and
 - (b) provides to ASIC a statutory declaration that, having made proper inquiries, the Appointed Seller is not aware of any interest, past, present,

Takeovers Panel

06/0778

Orders - Australian Pipeline Trust

or prospective which could conflict with the proper performance of the Appointed Seller's functions in relation to the disposal of the Sale Units;

- (4) that ASIC will instruct the Appointed Seller:
 - (a) to sell the Sale Units by a bookbuild or into an unconditional takeover bid for all units in APT (Unconditional Bid);
 - (b) to seek to maximise the sale price of the Sale Units;
 - (c) that none of the Parties may acquire or buy any of the Sale Units other than pursuant to an acceptance by the Appointed Seller into an Unconditional Bid;
 - (d) that unless the Appointed Seller sells Sale Units by accepting into an Unconditional Bid, it obtain from any prospective purchaser of Sale Units a statutory declaration or statement in accordance with rule 7.1(c) of the Panel's Rules for Proceedings that it is not associated with any of the Parties;
- (5) without limiting ASIC's ability to seek further orders, that ASIC seek further orders from the Panel if the Appointed Seller is unable to dispose of the all of the Sale Units within 6 weeks from the date of engagement of the Appointed Seller, without, in its reasonable opinion acting as expert, unduly depressing the market price of APT units;

Acquiring, disposing and voting restriction orders

- (6) Alinta not to:
 - (a) acquire any relevant interest in any further APT units;
 - (b) purchase any units in APT;
 - (c) dispose of any relevant interest in any Sale Units, other than in a manner approved by the Panel;
 - enter into, buy, dispose of, terminate or otherwise deal with any cash settled equity swap or other synthetic, economic or derivative transaction connected or relating to any APT units or the price of APT units;
 - exercise any rights attaching to any Sale Unit, including voting any of those Sale Units at a general or extraordinary meeting of APT unitholders;
 - (f) agree or give any right to require it to do anything referred to in paragraphs (6)(a) to (e) above;
- (7) that each Party and ASIC have the liberty to apply for further orders in relation to the matters covered by orders (1), (2), (3), (4), (5) and (6);

Takeovers Panel

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Orders - Australian Pipeline Trust

Period for which orders have effect

- (8) that the orders in paragraphs (1) to (5) are stayed until further order by the Takeovers Panel; and
- (9) that the orders in paragraph (6) remain in effect until the earlier of:
 - (a) completion of the sale of the Sale Units by the Appointed Seller; or
 - (b) further order by the Takeovers Panel.

Nothing in these orders prevents Alinta making a takeover bid for all APT units.

Schedule 1 - Glossary

Alinta means Alinta Limited, its related entities and its associates.

AGL means the Australian Gas Light Company.

APT means Australian Pipeline Trust.

associate has the meaning given to that term by sections 12, 15 and 16 of the Act with the modification that in sub-paragraph 12(2)(a)(ii) the expression "a body corporate" is replaced by the expression "an entity" and "entity" has the meaning given in section 64A;

Parties means Alinta and AGL and their associates.

erolich Thinace

Sale Units means Alinta's 10.25% holding in APT acquired on and between 16 and 21 August 2006, and APT units acquired by Alinta under the placement bookbuild conducted by APT on 31 August 2006 and 1 September 2006.

Tax Law means the *Income Tax Assessment Act* 1936 (Cth), the *Income Tax Assessment Act* 1997 (Cth) or any other law of the Commonwealth relating to taxation law.

Dated 7 September 2006

Nerolie Withnall

President of the Sitting Panel

Australian Securities and Investments Commission Corporations Act 2001 - Paragraph 1020F(1)(c) - Declaration

Under paragraph 1020F(1)(c) of the Corporations Act 2001 (the Act), the Australian Securities and Investments Commission declares that Part 7.9 of the Act applies in relation to the person referred to in Schedule A in the case mentioned in Schedule B as if subsection 1012D(3) were modified or varied by:

- (a) in paragraph 1012D(3)(b) omitting "either:" and substituting "one or more of the following applies:"; and
- (b) in subparagraph 1012D(3)(b)(i) omitting "or" (second occurring); and
- (c) in subparagraph 1012D(3)(b)(ii) omitting "." and substituting ";"; and
- (d) after subparagraph 1012D(3)(b)(ii) (as notionally modified by this instrument) insert:
 - "(iii) in a recommendation situation the advice that constitutes the relevant conduct relates to an offer of interests in two registered schemes, under a plan for the reinvestment of distributions in respect of at least one of those interests, where, under the terms on which those interests may be traded, they must only be transferred together;
 - (iv) in an issue situation. The offer or issue that constitutes the relevant conduct is an offer or issue of interests in two registered schemes, under a plan for the reinvestment of distributions in respect of at least one of those interests, where, under the terms on which those interests may be traded they must only be transferred together."

Schedule A

Challenger Listed Investments Limited ACN 055 293 644 in its capacity as the responsible entity of:

- (a) Challenger Property Trust 1 ARSN 121 484 606 (Trust 1); and
- (b) Challenger Property Trust 2 ARSN 121 484 713 (*Trust 2*).

Schedule B

Offers or issues of, or recommendations to acquire, stapled interests under a plan for the reinvestment of distributions in respect of either Trust 1 or Trust 2 or both.

Interpretation

In this instrument:

stapled interest means interests in Trust 1 and Trust 2 where:

- (a) under the terms on which each of those interests are to be traded, they must be transferred together; and
- (b) there are no interests in the same class as those interests which may be transferred separately.

Dated this 12th day of September 2006

Signed by Olivia Leung

Australian Securities and Investments Commission Corporations Act 2001 - Paragraph 601QA(1)(b) - Declaration

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 referred in Schedule A in the case set out in Schedule B as if Chapter 5C were modified or varied as follows:

- 1. omit paragraph 601FC(1)(c) and substitute:
 - "(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in another registered scheme, where the interests in each of those schemes are components of a stapled interest) and, if there is a conflict between the members' interests and its own interests, give priority to the members' interests; and";
- 2. omit paragraph 601FC(1)(e) and substitute:
 - "(e) not make use of information acquired through being the responsible entity in order to:
 - (i) gain an improper advantage for itself or another person; or
 - (ii) cause detriment to the members of the scheme (having regard to their interests as holders of interests in the scheme and as holders of interests in another registered scheme, where the interests in each of those schemes are components of a stapled interest); and";
- 3. omit paragraph 601FD(1)(c), 601FD(1)(d) and 601FD(1)(e) and substitute:
 - "(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in another registered scheme, where the interests in each of those schemes are components of a stapled interest) and, if there is a conflict between the members' interests and the interests of the responsible entity, give priority to the members' interests; and
 - (d) not make use of information acquired through being an officer of the responsible entity in order to:
 - (i) gain an improper advantage for the officer or another person; or
 - (ii) cause detriment to the members of the scheme (having regard to their interests as holders of interests in the scheme and as holders of interests in another registered scheme, where the interests of each of those schemes are components of a stapled interest); and
 - (e) not make improper use of their position as an officer to gain, directly or indirectly, an advantage for themselves or for any other person or to cause detriment to the members of the scheme (having regard to their interests as holders of interests in the scheme and as holders of

interests in another registered scheme, where the interests in each of those schemes are components of a stapled interest); and";

- 4. omit paragraphs 601FE(1)(a) and 601FE(1)(b) and substitute:
 - "(a) make use of information acquired through being an employee of the responsible entity in order to:
 - (i) gain an improper advantage for the employee or another person; or
 - (ii) cause detriment to the members of the scheme (having regard to their interests as holders of interests in one or more schemes, where the interests are components of a stapled interest); or
 - (b) make improper use of their position as an employee to gain, directly or indirectly, an advantage for themselves or for any other person or to cause detriment to the members of the scheme (having regard to their interests as holders of interests in one or more schemes, where the interests are components of a stapled interest).";
- 5. omit subsection 601GAA(5) as notionally inserted into the Act by ASIC Class Order [CO 05/26] and substitute:
 - "(5) The responsible entity may set the issue or transfer price of interests (other than options for the issue of interests) where the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the issue or transfer of interests in the scheme and all of the following apply:
 - (a) each member of the scheme (except those foreign members (if any) that the responsible entity has excluded under subsection (12)), may from time to time elect to participate in the arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
 - (b) all the interests issued or transferred under the arrangement are in the same class;
 - (c) the price of each interest issued or transferred under the arrangement in relation to any particular distribution is the same;
 - (d) all interests issued or transferred under the arrangement in relation to any particular distribution are issued or transferred at substantially the same time;
 - (e) the amount by which the price of an interest is less than the amount that would otherwise apply under the constitution does not exceed a relevant maximum percentage specified in the constitution."
- 6. insert after subsection 208(2) of the Act as notionally inserted by section 601LC:

- "(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if:
 - (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property; and
 - (b) each of the interests in the scheme is a component of a stapled interest, together with interests in another registered scheme (*Other Stapled Scheme*); and
 - (c) the benefit is given by:
 - (i) the responsible entity; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
 - (d) the benefit is given to the Other Stapled Scheme, or an entity wholly owned by the Other Stapled Scheme, or an entity wholly-owned, whether directly or indirectly, jointly by the scheme and the Other Stapled Scheme.
- (2B) For the purposes of this section:
 - (a) An entity is wholly owned by another entity or entities if all of the shares or interests (as applicable) in the first-mentioned entity are:
 - in the case of the second mentioned entity or entities being one or more companies, beneficially owned by the second-mentioned entity or a wholly owned entity of any of them; or
 - (ii) in the case of the second-mentioned entity or entities being one or more trusts, form part of the trust property of the second-mentioned entity or a wholly owned entity of any of them; and
 - (b) A reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.";

7. insert after section 601PC:

"601PD For the purposes of this Chapter:

stapled interest means interests in two registered schemes where:

- (a) under the terms on which each of those interests are to be traded, they must be transferred together; and
- (b) there are no interests in the same class as those interests which may be transferred separately.".

Schedule A

Challenger Listed Investments Limited ACN 055 293 644 in its capacity as the responsible entity of:

- (a) Challenger Diversified Property Trust 1 ARSN 121 484 606 (*Trust 1*); and
- (b) Challenger Diversified Property Trust 2 ARSN 121 484 713 (*Trust 2*).

Schedule B

Where, under the terms on which an interest in Trust 1 and an interest in Trust 2 are to be traded, they must only be transferred together.

Dated this 12th day of September 2006

Signed by Olivia Deurg

Australian Securities and Investments Commission Corporations Act 2001 - Paragraphs 911A(2)(I), 992B(1)(a) and 1020F(1)(a) - Exemption

Under paragraphs 911A(2)(1), 992B(1)(a) and 1020F(1)(a) of the Corporations Act 2001 (Cth) (Act), the Australian Securities and Investments Commission exempts IMO and each person referred to in Schedule A until 19 March 2008 from:

- (a) the requirement, under the Act, to hold an Australian financial services licence for providing general advice, dealing and making a market;
- (b) Divisions 2, 3 and 4 of Part 7.9 of the Act; and
- (c) section 992A of the Act

in relation to a derivative or a facility for managing financial risk entered into between IMO and a person referred to in Schedule A in the case set out in Schedule B.

Schedule A

EDWF Holdings 1 Pty Ltd (ACN 114 267 748)

Newmont Power Pty Ltd (ACN 065 116 841)

Griffin Power Pty Ltd (ACN 106 034 879)

EDWF Holdings 2 Pty Ltd (ACN 114 267 793)

EDWF Manager Pty Ltd (ACN 115 374 386)

Electricity Retail Corporation (established as a body corporate under section 4 of the Electricity Corporations Act 2005 (WA))

Water Corporation (established as a body corporate under section 4 of the Water Corporation Act 1995 (WA))

Eneabba Gas Limited (ACN 107 385 884)

Perth Energy Pty Ltd (ACN 087 386 445)

TEC Desert Pty Ltd (ACN 084 695 661)

TEC Desert No 2 Pty Ltd (ACN 084 953 088)

Goldfields Power Pty Ltd (ACN 062 186 243)

Alcoa of Australia Limited (ACN 004 879 298)

Eneabba Energy Pty Ltd (ACN 114 452 863)

IPM Perth BV (ARBN 068 058 480) (while it is a member of the Kwinana Power Partnership, and while the Kwinana Power Partnership is a member of the Perth Power Partnership) IPM (Kwinana) Pty Ltd (ACN 067 541 655) (while it is a member of the Kwinana Power Partnership, and while the Kwinana Power Partnership is a member of the Perth Power Partnership)

Transfield Services Energy (Kwinana) Pte. Ltd. (ARBN 092 883 988) (while it is a member of the Perth Power Partnership)

Landfill Gas & Power Pty. Ltd. (ACN 053 919 430)

Landfill Management Services Pty Ltd (ACN 059 428 474)

Premier Power Sales Pty Ltd (ACN 065 618 019)

Bioenergy Limited (ACN 118 218 947)
Waste Gas Resources Pty Ltd (ACN 065 196 250)
Electricity Generation Corporation (established as a body corporate under section 4 of the Electricity Corporations Act 2005 (WA))
Great Southern Bioenergy Holdings Pty Ltd (ACN 110 270 703)
Newgen Power Kwinana Pty Ltd (ACN 116 827 546)
Wambo Power Ventures Pty. Ltd. (ACN 083 762 056)
Barrick (Kanowna) Limited (ACN 010 511 789)
Mount Heron Engineering Pty Ltd (ACN 096 890 836)

Schedule B

Where the *Electricity Industry Act 2004* (WA) (WA Act) (including any regulation or rule made under or for the purposes of the WA Act) authorises IMO to enter into the derivative or the facility for managing financial risk with the person referred to in Schedule A.

Commencement

This instrument takes effect upon gazettal.

Interpretation

In this instrument:

Australian financial services licence has a meaning given by section 761A of the Act;

dealing has the meaning given by section 766C of the Act;

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

facility has a meaning given by section 762C of this Act;

facility for managing financial risk means a financial product caught by section 763A(1)(b) of the Act;

general advice has the meaning given by section 766B(4) of the Act;

IMO means the Independent Market Operator (a body corporate established under section 4 of the *Electricity Industry (Independent Market Operator) Regulations 2004* (WA));

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

Dated the 15th day of September 2006.

Signed by John Chellew

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.

ADELAIDE ENERGY PTY LTD ACN 116 256 823 will change to a public company limited by shares. The new name will be ADELAIDE ENERGY LIMITED ACN 116 256 823.

MBF CARPENTERS LIMITED ACN 006 602 900 will change to a proprietary company limited by shares. The new name will be MBF CARPENTERS PTY LIMITED ACN 006 602 900.

PEET NO 104 PTY LIMITED ACN 119 203 002 will change to a public company limited by shares. The new name will be PEET MUNDIJONG SYNDICATE LIMITED ACN 119 203 002.

SEACORP GROUP LIMITED ACN 111 187 949 will change to a proprietary company limited by shares. The new name will be SEACORP GROUP PTY LIMITED ACN 111 187 949.

SINO ASSET MANAGEMENT PTY LTD ACN 007 282 797 will change to a public company limited by shares. The new name will be SINO ASSET MANAGEMENT LIMITED

ACN 007 282 797.

INNOVATIVE CONVEYING SYSTEMS
INTERNATIONAL PTY LTD ACN 105 535 288
will change to a public company limited by
shares. The new name will be INNOVATIVE
CONVEYING SYSTEMS INTERNATIONAL
LIMITED ACN 105 535 288.

PEET CRANBOURNE (53 CRAIG ROAD) PTY LIMITED ACN 117 970 831 will change to a public company limited by shares. The new name will be PEET BOTANIC VILLAGE SYNDICATE LIMITED ACN 117 970 831.

PLOUTON RESOURCES PTY LIMITED

ACN 114 561 732 will change to a public company limited by shares. The new name will be PLOUTON RESOURCES LIMITED ACN 114 561 732.

SELECTED GROWTH PROPERTIES PTY LTD

ACN 116 006 896 will change to a public company limited by shares. The new name will be SELECTED GROWTH PROPERTIES LIMITED ACN 116 006 896.

VOLANTE GROUP LIMITED ACN 080 786 643 will change to a proprietary company limited by shares. The new name will be VOLANTE GROUP PTY LIMITED ACN 080 786 643.