



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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Change of company status

RIGHTS OF REVIEW

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

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

1. Under paragraph 741(1)(a) of the Corporations Act 2001 (“Act”), the Australian Securities and Investments Commission (“ASIC”) exempts the person specified in Schedule A in the case referred to in Schedule B and the case referred to in Schedule E, and the person specified in Schedule H in the case referred to in Schedule I, to the extent that it involves the grant of an option over ordinary shares in TIL, from compliance with Parts 6D.2 and 6D.3 of the Act.
2. Under paragraph 741(1)(b) of the Act, ASIC declares that Chapter 6D applies to the persons specified in Schedule C in the case referred to in Schedule D, the persons specified in Schedule J in the case referred to in Schedule K and the persons specified in Schedule L in the case referred to in Schedule M as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting:
 - “(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 or 708A does not say otherwise.
 - (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.”
3. Under paragraph 741(1)(b) of the Act, ASIC declares that Chapter 6D applies to the persons specified in Schedule F in the case referred to in Schedule G as if section 707 were modified or varied by omitting subsection 707(3).

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Schedule A

Transurban Holdings Limited ACN 098 143 429 (“THL”)

Schedule B

An offer by THL to shareholders of Transurban Limited ACN 098 143 410 (“TL”) for the issue of shares in THL as consideration for the equal access capital reduction in TL as described in the Information Memorandum for the Reconstruction.

Schedule C

Any shareholder of THL.

Schedule D

An offer for sale of THL shares that are issued in consideration for the equal access capital reduction of TL described in the Information Memorandum for the Reconstruction.

Schedule E

An offer by THL to shareholders of THL of shares in TIL, by way of a capital return as described in the Information Memorandum for the Reconstruction.

Schedule F

Any shareholder of TIL.

Schedule G

An offer for sale of TIL shares that were issued to THL by TIL and offered by THL by way of a capital return, as described in the Information Memorandum for the Reconstruction.

Schedule H

TIL

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Schedule I

The variation of the terms of the CARS following the Reconstruction so that holders of CARS are granted an additional right to exchange their CARS for TIL shares, where those holders are provided with a copy of the Information Memorandum for the Reconstruction.

Schedule J

Any optionholder of TIL

Schedule K

An offer for sale of options over TIL shares (being a component of a CARS), which options were issued to holders of CARS by TIL following the Reconstruction.

Schedule L

Any shareholder of TIL

Schedule M

An offer for sale of ordinary shares in TIL that were issued by reason of the exercise of options over TIL shares, which options were a component of a CARS issued by way of a variation to the terms of CARS following the Reconstruction, where the exercise of the option did not involve any further offer.

Interpretation

In this instrument,

“**CARS**” means the Convertible Adjusting Rate Securities issued by Transurban Infrastructure Management Limited ACN 098 147 678, THL, TL and TT under a combined prospectus and product disclosure statement dated 25 February 2003;

“**Information Memorandum**” means the document given to holders of Transurban Stapled Securities in relation to the Reconstruction, dated on or about 21 September 2006;

“**Reconstruction**” means the restructure of THL, TL and TT, involving an equal capital reduction in TL and the offer of shares in TIL by THL by way of a capital return, pursuant to which TL will become a wholly-owned subsidiary of THL and TIL will be stapled to THL and TT;

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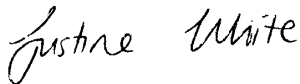
“Transurban Stapled Security” means a share in each of TL and THL and a unit in TT, which shares and unit under the terms on which each is traded, must be transferred together;

“TIL” means Transurban International Limited, a company incorporated in Bermuda with registration number 38875; and

“TT” means Transurban Holding Trust ARSN 098 807 419.

References to a person offering securities includes a reference to the person inviting applications for the securities.

DATED the 19th of September 2006



SIGNED by Justine White
As delegate of the Australian Securities & Investments Commission

Australian Securities and Investments Commission 0 6 / 0 8 0 7
Corporations Act 2001 – Subsection 741(1) – Declaration

Under subsection 741(1) of the *Corporations Act* 2001 (the “Act”), the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if section 708A of the Act were modified or varied by:

- 1 after subsection (1) adding the following subsections:

“(1A) This section also applies to an offer (*the sale offer*) of a body’s securities (*the relevant securities*) for sale by a person if:

 - (a) but for subsection (5) disclosure to investors under this Part would be required by subsection 707(5) for the sale offer; and
 - (b) a determination under subsection (2) was not in force in relation to the body at the time when the relevant securities were issued.”;
- 2 in paragraph (5)(e) omitting the words “a notice that complies with subsection (6)” and substituting the words “notices that comply with subsections (6) and (6A)”;
- 3 omitting paragraphs (6)(a) and (6)(b) and substituting the following paragraphs:
 - (a) is given by the body within 5 business days after the day on which the relevant securities were sold by the person who controlled the body (*the controller*); and
 - (b) states that the controller sold the relevant securities without disclosure to investors under this Part and”;
- 4 after subsection (6) adding the following subsection:

“(6A) A notice complies with this subsection if the notice:

 - (a) is given by the body, as agent for the controller, within 5 business days after the day on which the relevant securities were sold by the controller; and
 - (b) states that the controller sold the relevant securities without disclosure to investors under this Part; and
 - (c) sets out any information known by the controller that is excluded information as at the date of the notice (see subsections (7) and (8)).”;
- 5 in paragraph (9)(a) omitting the word “the” and substituting the word “a”;
- 6 in paragraph (9)(b) omitting the words “are issued” and substituting the words “are sold by the controller”;
- 7 after subsection (9) adding:

“(9A) The controller contravenes this subsection if:

 - (a) a notice given under subsection (5) is defective; and

2.

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- (b) the controller becomes aware of the defect in the notice within 12 months after the relevant securities are sold by the controller and does not notify the body"; and

- 8 in subsection (10) omitting the word "the" and adding the words "and subsection (9A), a" after the words "subsection (9)".

Schedule A

Any person who offers for sale ordinary shares in APN Property Group Limited ACN 109 846 068 ("body") ("Shares").

Schedule B

An offer of Shares for sale within 12 months after their sale by Holus Nominees Pty Limited ACN 005 707 620 to a professional investor (as defined in section 9 of the Act) or to a sophisticated investor to whom an offer of Shares can be made without disclosure under subsection 708(8) of the Act.

Dated this 18th day of September 2006



Signed by Christopher Wheeler
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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Australian Securities & Investments Commission
Corporations Act 2001 Section 915B

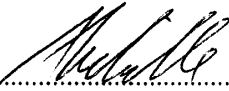
Notice of Cancellation of an Australian Financial Services Licence

TO: Anthony Raymond Cunningham ABN 51 660 823 396 ("the
Licensee") L 34, 2 The Esplanade PERTH WA 6000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 258483 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 25 September 2006

Signed

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

**ASIC**

Australian Securities & Investments Commission

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

First Exemption: disclosure relief for offers of shares

1. Under paragraph 741(1)(a) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) exempts Bendigo Bank Limited ACN 068 049 178 (the *Issuer*) from Parts 6D.2 and 6D.3 (except section 736) of the Act where it makes an eligible offer, on the conditions set out in Schedule A and for so long as the conditions are met.

Second Exemption: licensing and hawking relief

2. Under paragraph 911A(2)(l) of the Act ASIC exempts the Issuer, in the case set out in Schedule B, from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an eligible offer (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the Issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
3. Under paragraph 911A(2)(l) of the Act ASIC exempts, in the case set out in Schedule B:
 - (a) the Issuer; and
 - (b) any associate of the Issuer,from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (c) the provision of a custodial or depository service in connection with an eligible offer covered by the First Exemption where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (d) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (c); and

(e) dealing in a financial product in connection with an eligible offer covered by the First Exemption where any acquisition by purchase or disposal of the product (by the Issuer or an associate) occurs either:

(i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or

(ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.

4. Under paragraph 741(1)(a) of the Act, ASIC exempts the Issuer, in the case set out in Schedule B, from section 736 of the Act in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Schedule A

The following conditions apply:

1. the eligible offer must be substantially on the terms set out in the Employee Share Plan Rules provided to ASIC as an attachment to an electronic mail dated 12 September 2006; and
2. the Issuer must:
 - (a) include the offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an eligible employee; and
3. the Issuer must comply with any undertaking required to be made in the offer document by reason of this instrument; and
4. the Issuer must take reasonable steps to ensure that the number of shares the subject of the offer when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under the Bendigo Bank Employee Share Plan or any other employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the Bendigo Bank Employee Share Plan or any other

employee share scheme extended only to full or part-time employees or directors of the Issuer or of an associated body 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 this jurisdiction; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
- (e) an offer that did not need disclosure to investors because of section 708; or
- (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
- (g) an offer made under a disclosure document or Product Disclosure Statement,

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

Schedule B

Where the Issuer is exempt from Part 6D.2 of the Act because of the First Exemption.

Interpretation

In this instrument:

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

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- (i) unless otherwise expressly stated, if any such market involves more than one board, only the main board is an approved foreign market; and
 - (ii) such a market is not to be taken not to be an approved foreign market at a particular time only because it was known by another name at that time; or
 - (b) NASDAQ National Market;
4. "associated body corporate" of the Issuer means:
- (a) a body corporate that is a related body corporate of the Issuer; or
 - (b) a body corporate that has voting power in the Issuer of not less than 20%; or
 - (c) a body corporate in which the Issuer has voting power of not less than 20%;
5. "Bendigo Bank Employee Share Plan" means the Bendigo Bank Employee Share Plan as governed by a document that is substantially in the terms set out in the Employee Share Plan Rules provided to ASIC as an attachment to an electronic mail dated 12 September 2006;
6. "current market price" means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
7. "custodial or depository service" has the meaning given by section 766E;
8. "eligible employee" means, in relation to the Issuer, a person who is at the time of an offer under the Bendigo Bank Employee Share Plan:
- (a) a full or part-time employee or director of the Issuer or of an associated body corporate of the Issuer; or
 - (b) a full or part-time employee or director of a company that owns and operates a Community Bank® branch under a franchise agreement with the Issuer;
9. "eligible offer" means an offer for issue of fully-paid shares in the Issuer where:
- (a) the shares are in the same class as shares that have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; and

- (b) the offer is made under the Bendigo Bank Employee Share Plan that extends only to eligible employees;
10. "financial product advice" has the meaning given by section 766B;
11. "general advice" has the meaning given by section 766B;
12. "offer" has a meaning affected by sections 700 and 702 of the Act;
13. "offer document" means a document setting out an offer under the Bendigo Bank Employee Share Plan that:
- (a) includes or is accompanied by a copy, or a summary, of the Rules under which the offer is made; and
 - (b) if a summary (rather than a copy) of the Rules is given — includes an undertaking that during the period (the *offer period*) during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, the Issuer will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules; and
 - (c) specifies in respect of the shares:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
 - (d) includes an undertaking, and an explanation of the way in which, the Issuer will, during the offer period, within a reasonable period of the eligible employee requesting, make available to the employee:
 - (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 those offered; and
 - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the Issuer, or any associated body corporate of it, or a company that owns and operates a Community Bank® branch under a franchise agreement with the Issuer, for the purpose of acquiring shares under the Bendigo Bank Employee Share Plan.

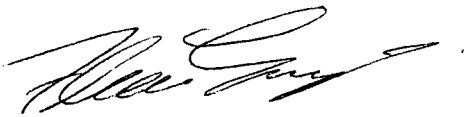
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14. "Rules" means the rules of the Bendigo Bank Employee Share Plan in the form of a document that is substantially in the terms set out in the Employee Share Plan Rules provided to ASIC as an attachment to an electronic mail dated 12 September 2006.

Commencement

This instrument takes effect on gazettal.

Dated this 25th day of September 2006



Signed by Fleur Grey
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 259C(2) – Exemption**

Pursuant to subsection 259C(2) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission exempts the companies referred to in Schedule A from subsection 259C(1) of the Act in the case referred to in Schedule B on the condition set out in Schedule C for so long as that condition is met.

Schedule A

Brambles Industries Limited (ACN 000 129 868) ("BIL").

Brambles Limited (ACN 118 896 021) ("BL").

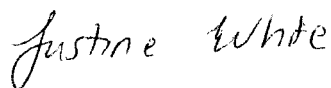
Schedule B

The transfer of shares of BIL by BIL members to BL pursuant to a Court approved scheme of arrangement between BIL and its members under Part 5.1 of the Act.

Schedule C

Within three days after the date of the transfer referred to in Schedule B, BL issues ordinary shares of BL to the former members of BIL, in accordance with the terms of a deed poll in favour of BIL and the members of BIL, which deed poll is dated on or around 13 September 2006.

Dated this 8th day of September 2006



Signed by Justine White
As a delegate of the Australian Securities and Investments Commission

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

1. Under paragraph 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A from compliance with Parts 6D.2 and 6D.3 of the Act in the case referred to in Schedule B.
2. Under paragraph 741(1)(b) of the Act, ASIC declares that Chapter 6D applies to the persons specified in Schedule C in the case referred to in Schedule D as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting:

“(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 or 708A does not say otherwise.

- (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

Brambles Limited ACN 118 896 021 ("BL")

Schedule B

An offer received in this jurisdiction or made to shareholders of Brambles Industries plc resident in this jurisdiction for the issue of ordinary shares in BL as contained in the Circular.

Schedule C

A shareholder of BL.

Schedule D

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An offer for sale of any ordinary shares in BL that were issued pursuant to the Scheme of Arrangement.

In this instrument,

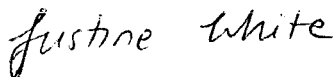
"Brambles Industries plc" means Brambles Industries plc, registered in England and Wales, Company number 4134697.

"Circular" means the information memorandum to be dated on or about 13 September 2006 to be issued by Brambles Industries plc, among others, to its members in relation to, among other things, the proposed Scheme of Arrangement.

"Scheme of Arrangement" means the scheme of arrangement pursuant to section 425 of the UK *Companies Act 1985* between Brambles Industries plc and its members under which BL and a wholly-owned subsidiary of a wholly-owned subsidiary of BL are proposed to become the sole shareholders of Brambles Industries plc.

References to a person offering securities includes a reference to the person inviting applications for the securities.

Dated this 8th day of September 2006



Signed by Justine White
As a delegate of the Australian Securities and Investments Commission

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

For the avoidance of doubt under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission exempts Brambles Industries plc (Company No. 4134697) (“BIP”), a body corporate incorporated under the laws of the United Kingdom, and Brambles Limited (ACN 118 896 021) in the case set out in Schedule A on the condition specified in Schedule B for so long as that condition is met.

Schedule A

An unsolicited offer made under a compromise or arrangement (“UK Scheme of Arrangement”) under section 425 of the UK *Companies Act 1985* between BIP and its shareholders, under which Brambles Limited (“BL”) and a wholly-owned subsidiary of a wholly-owned subsidiary of BL are proposed to become the sole shareholders of BIP.

Schedule B

BIP and BL must take reasonable steps to ensure that the UK Scheme of Arrangement is carried out in accordance with the relevant regulatory requirements applicable to the UK Scheme of Arrangement, to the extent that those regulatory requirements apply respectively to those bodies corporate.

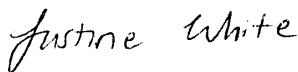
Interpretation

In this instrument:

unsolicited offer means:

- (a) an offer to which Division 5A of Part 7.9 of the Act applies because of section 1019D of the Act; and
- (b) an invitation covered by section 1019F of the Act.

Dated this 8th day of September 2006



Signed by Justine White
As a delegate of the Australian Securities and Investments Commission

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

1. Under paragraph 741(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D applies to the person specified in Schedule A in the case specified in Schedule B as if paragraph (a) of the definition 'continuously quoted securities' in section 9 of the Act were omitted, and replaced with the following:

- "(a) are in a class of securities that:
- (i) were issued following the approval of a Part 5.1 arrangement between a company ("**subsidiary**") and its members under which the subsidiary became a wholly-owned subsidiary of the issuer ("**issuer**"); and
 - (ii) were quoted ED securities at all times in the 12 months before the date of the prospectus, and a period during which the subsidiary's securities were quoted on the financial market operated by Australian Stock Exchange Limited without suspension (disregarding the suspension of quotation on Australian Stock Exchange Limited in connection with the implementation of the Part 5.1 arrangement referred to in subparagraph (i)) may be included in the calculation of the 12 month period in respect of the issuer's securities mentioned in this subparagraph (ii); and"

2. Under paragraph 741(1)(b) of the Act, ASIC declares that Chapter 6D applies to the persons specified in Schedule C in the case specified in Schedule D as if subsection 708A(5)(a) and (b) of the Act were omitted, and replaced with the following:

- "(a) the relevant securities are in a class of securities that:
- (i) were issued following the approval of a Part 5.1 arrangement between a company ("**subsidiary**") and its members under which the subsidiary became a wholly-owned subsidiary of the issuer ("**issuer**"); and
 - (ii) were quoted securities at all times in the 12 months before the day on which the relevant securities were issued, and, a period during which the subsidiary's securities were quoted securities may be included in the

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calculation of the 12 month period in respect of the issuer's securities mentioned in this subsection; and

- (b) trading in the class of securities of the issuer or subsidiary on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days in that 12 months (disregarding the suspension of quotation on Australian Stock Exchange Limited in connection with the implementation of the Part 5.1 arrangement referred to in subparagraph (a)(i)); and"

Schedule A

Brambles Limited ACN 118 896 021 ("BL")

Schedule B

An offer of fully paid ordinary shares in BL or convertible notes or convertible preference shares on the conversion of which the holder will be issued with fully paid ordinary shares in BL for issue or sale in the 12 months following the quotation of BL ordinary shares on the financial market operated by the Australian Stock Exchange Limited.

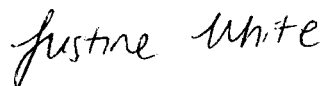
Schedule C

A shareholder of BL; and
BL

Schedule D

An offer of fully paid ordinary shares in BL for sale in the 12 months following the quotation of BL ordinary shares on the financial market operated by Australian Stock Exchange Limited.

Dated this 8th day of September 2006



Signed by Justine White
As a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a), 911A(2)(l),
992B(1)(a) and 1020F(1)(a) - Exemption

First Exemption: disclosure relief for offers of shares, units of shares, options and stapled securities

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) exempts:
 - (a) a person from Parts 6D.2, 6D.3 (except section 736) and 7.9 where the person:
 - (i) makes an eligible offer;
 - (ii) offers to arrange for the issue of financial products under an eligible offer;
 - (iii) issues a financial product under an eligible offer, that does not involve a contribution plan, on the conditions set out in the Schedule and for so long as the conditions are met; and
 - (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire financial products under an eligible offer that does not involve a contribution plan, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule have not been met.

Second Exemption: disclosure and other relief for offers involving a contribution plan

2. Under paragraphs 283GA(1)(a), 741(1)(a) and 1020F(1)(a) ASIC exempts:
 - (a) a person from:
 - (i) Parts 2L.1, 2L.2, 2L.3, 2L.4 and 2L.5; and
 - (ii) Parts 6D.2 and 6D.3 (except section 736); and
 - (iii) Part 7.9,
 where the person:
 - (iv) makes an eligible offer;
 - (v) offers to arrange for the issue of financial products under an eligible offer;
 - (vi) issues a financial product under an eligible offer,
 that involves a contribution plan but does not involve the issuer or any associated body corporate offering any eligible employee of the issuer a

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loan or similar financial assistance for the purpose of, or in connection with, the acquisition of financial products to which the offer relates, on the conditions set out in the Schedule and for so long as the conditions are met; and

- (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire financial products under an eligible offer to which paragraph (a) relates, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule have not been met.
3. For the avoidance of doubt, under paragraph 601QA(1)(a) ASIC exempts a person who operates a managed investment scheme only by reason of operating a contribution plan relating to an eligible offer to which paragraph (a) relates from section 601ED in relation to the operation of that managed investment scheme.

Third Exemption: licensing and hawking relief

4. Under paragraph 911A(2)(I), ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the First or Second Exemption (other than because the person made a recommendation to acquire financial products) from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in those exemptions (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
5. Under paragraph 911A(2)(I) ASIC exempts:
- (a) an issuer who is exempt from Part 6D.2 or Part 7.9 because of the First or Second Exemption; and
 - (b) any associate of the issuer,
- from the requirement to hold an Australian financial services licence for the provision of the following financial services:
- (c) the provision of a custodial or depositary service in connection with an eligible offer covered by the First or Second Exemption where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and

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- (d) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (c); and
 - (e) dealing in a financial product in connection with an eligible offer covered by the First or Second Exemption where any acquisition by purchase or disposal of the product (by the issuer or an associate) occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products or a dealers licence issued under the old Corporations Act authorising the holder to deal in securities; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
 - (f) in the case where paragraph 3 of the Second Exemption applies – dealing in an interest in a managed investment scheme that is exempt from section 601ED because of that paragraph.
6. Under paragraphs 741(1)(a) and 992B(1)(a) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the First or Second Exemption from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Schedule

The following conditions apply:

1. the person making the offer must:
 - (a) include that offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
2. the issuer must comply with any undertaking required to be made in the offer document by reason of this instrument; and

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3. in the case where the employee share scheme may involve the issue of shares (including as a result of the exercise of an option) – the issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer;
- but disregarding any offer made, or option acquired or share issued by way of or as a result of:
- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
 - (e) an offer that did not need disclosure to investors because of section 708; or
 - (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
 - (g) an offer made under a disclosure document or Product Disclosure Statement,
- must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

In this instrument:

- 1. except where otherwise stated, references to provisions are to provisions of the Act;
- 2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
- 3. "approved foreign market" means each of the following financial markets:

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- (a) American Stock Exchange,
- (b) Borsa Italiana;
- (c) Bourse de Paris;
- (d) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
- (e) Eurex Amsterdam;
- (f) Frankfurt Stock Exchange;
- (g) Hong Kong Stock Exchange;
- (h) JSE Securities Exchange;
- (i) London Stock Exchange;
- (j) NASDAQ National Market;
- (k) New York Stock Exchange;
- (l) New Zealand Stock Exchange;
- (m) Stock Exchange of Singapore ,
- (n) SWX Swiss Exchange;
- (o) Tokyo Stock Exchange;
- (p) Toronto Stock Exchange;

and for the avoidance of doubt, each of the above financial markets is not taken to be an approved foreign market at a particular time only because it was known by another name at that time;

- 4. "associated body corporate" of the issuer means:
 - (a) a body corporate that is a related body corporate of the issuer; or
 - (b) a body corporate that has voting power in the issuer of not less than 20%; or
 - (c) a body corporate in which the issuer has voting power of not less than 20%;
- 5. "Australian dollar equivalent" in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;
- 6. "BIP" means Brambles Industries plc (registered in England and Wales, Company No. 4134697);
- 7. "BIL" means Brambles Industries Limited (ACN 000 129 868);

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8. "BIL Scheme" means the scheme of arrangement pursuant to Part 5.1 of the *Corporations Act 2001* (Cth) between BIL and its shareholders under which BIL will become a wholly owned subsidiary of Brambles Limited;
9. "Brambles Limited" means Brambles Limited (ACN 118 896 021);
10. "contribution plan" means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
 - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
11. "current market price" means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
12. "Effective Date" means the date on which an office copy of the Court order under paragraph 411(4)(b) of the Act approving the BIL Scheme is lodged with ASIC pursuant to subsection 411(10) of the Act;
13. "Eligible employee" means, in relation to the issuer, a person who is at the time of an offer under an employee share scheme:
 - (a) a full or part-time employee or director of the issuer or of an associated body corporate of the issuer; or
 - (b) in respect of the grant of Replacement Options, not a full or part-time employee or director of the issuer or of an associated body corporate of the

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issuer but was a full or part-time employee or director of BIL or BIP or one of their associated bodies corporate at the time of the offer under the Existing Option Plans;

14. "eligible offer" means an offer for issue or sale of:
- (a) fully-paid shares in the issuer in the same class as shares which:
 - (i) are to be issued by the issuer under the Schemes; and
 - (ii) have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market throughout the 12 month period immediately before the offer,on the basis that any period during which ordinary shares in BIL were quoted on Australian Stock Exchange Limited without suspension for more than a total of 2 trading days during that period (disregarding the suspension of quotation on Australian Stock Exchange Limited of ordinary shares in BIL following the Effective Date) and ending on the day that ordinary shares of BIL cease to be quoted on Australian Stock Exchange Limited shall be taken to be a period during which shares of the issuer have been quoted for the purpose of paragraph (ii) to the extent that paragraph (ii) is not satisfied by shares of the issuer; or
 - (b) options for the issue or transfer of shares referred to in paragraph (a) where each of the options is offered for no more than nominal consideration; or
 - (c) units of fully-paid shares referred to in paragraph (a),
made under an employee share scheme extended only to eligible employees of the issuer;
15. "Existing Option Plans" means the BIL 1998 Employee Option Plan; the BIL 2001 Executive Share Option Plan; BIP 2001 Executive Share Option Plan; BIL 2001 Executive Performance Share Plan; BIP 2001 Executive Performance Share Plan; BIL 2004 Performance Share Plan; and BIP 2004 Performance Share Plan, as amended;
16. "financial product advice" has the meaning given by section 766B;
17. "general advice" has the meaning given by section 766B;
18. "issuer" means Brambles Limited (ACN 118 896 021);
19. "nominal consideration" means consideration of not more than 1 cent per option;
20. "offer" has a meaning affected by sections 700 and 702;

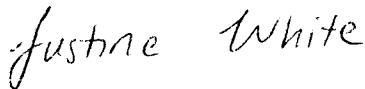
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21. "offer document" means a document setting out an offer under an employee share scheme that:
- (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
 - (b) if a summary (rather than a copy) of the rules of the scheme is given – includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, the issuer will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and
 - (c) specifies in respect of the shares or shares subject to the options;
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
 - (d) includes an undertaking, and an explanation of the way in which, the issuer will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
 - (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 those offered or subject to the options; or
 - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) except in the case of an offer covered by the Second Exemption – discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or any associated body corporate of it for the purposes of acquiring financial products under the scheme; and
 - (f) in the case of an offer covered by the Second Exemption – specifies:
 - (i) the Australian ADI where contributions for the purpose of the contribution plan are held;
 - (ii) the length of time they may be held; and

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- (iii) the rate of interest payable (if any) on the contributions held in the account;
- 22. "old Corporations Act" has the meaning given by subsection 1410(1);
- 23. "Replacement Options" means options over shares in Brambles Limited granted by Brambles Limited to eligible employees upon cancellation of their options issued under the Existing Option Plans, where that cancellation occurs in connection with implementation of the Schemes and in accordance with the terms of the Existing Option Plans;
- 24. "Schemes" means:
 - (a) the BIL Scheme; and
 - (b) the scheme of arrangement pursuant to Section 425 of the UK *Companies Act 1985* involving BIP and its shareholders under which Brambles Limited and a wholly-owned subsidiary of a wholly-owned subsidiary of Brambles Limited are proposed to become the sole shareholders of BIP; and
- 25. "unit" in relation to a share means a legal or equitable right or interest in the share.

Dated this 8th day of September 2006



Signed by Justine White

As a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 –Paragraphs 655A(1)(b) and 673(1)(a) –Declaration and Exemption

1. Under paragraph 655A(1)(b) of the *Corporations Act 2001* (“Act”), the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 6 of the Act applies to the persons referred to in Schedule A, in the case referred to in Schedule B, as if section 606 were modified or varied by inserting after subsection 606(2A) the following subsections:
 - “(2B) A person may acquire a relevant interest in an interest in an ETF, or a legal or equitable interest in an ETF, without contravening subsection (1) or (2).
 - (2C) Where a person’s voting power in the ETF is more than 20%, neither the person nor the person’s associates are entitled to cast votes attached to more than 20% of the voting interests in the ETF at a meeting of holders of interests in the ETF, unless and to the extent that:
 - (a) the votes are cast by that person as proxy for a person who is casting votes attached to 20% or less of the voting interests in the ETF in accordance with directions on the proxy form; or
 - (b) the votes are cast by the person chairing the meeting as proxy for a person who is casting votes attached to 20% or less of the voting interests in the ETF, in accordance with a direction on the proxy form to vote as the proxy decides; or
 - (c) the person’s voting power increased above 20% as a result of acquisitions of relevant interests in interests in the ETF under section 611.
 - (2D) For the purposes of subsections (2B) and (2C), “ETF” has the same meaning as is given in the market rules of Australian Stock Exchange Limited.”
2. And pursuant to paragraph 673(1)(a) of the Act, ASIC exempts the persons referred to in Schedule A from paragraphs 671B(1)(a) and (b) of the Act in the case referred to in Schedule C if and for so long as the conditions set out in Schedule D are met.

Schedule A

A person who has a relevant interest in or voting power in relation to an interest in the vEBA Plus ETF.

Schedule B

The acquisition of relevant interests in, or voting power in relation to, interests in the vEBA Plus ETF where:

- (a) the responsible entity of the vEBA Plus ETF has a principal investment strategy of investing in interests in the van Eyk Blueprint Alternatives Fund ARSN 112 183 249;
- (b) the responsible entity of the vEBA Plus ETF offers an application and redemption facility in respect of interests in the vEBA Plus ETF on a substantially continuous basis, where the consideration due in respect of an issue or redemption comprises cash or a parcel of securities published by or on behalf of the responsible entity of the vEBA Plus ETF from time to time (for the avoidance of any doubt, the application and redemption facility will be taken to be offered on a substantially continuous basis despite its suspension for

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- limited periods in connection with corporate events such as the payment of regular distributions);
- (c) the vEBA Plus ETF is an ETF as defined in the operating rules of the Australian Stock Exchange Limited ("ASX");
 - (d) all notices of meetings of holders of interests in the vEBA Plus ETF include a statement explaining the effect of subsection 606(2C) of the Act as set out in this instrument;
 - (e) the responsible entity of the vEBA Plus ETF includes a statement describing the effect of, and conditions attaching to, this instrument in the following:
 - (i) a notice for release to the market lodged with ASX under the operating rules of ASX on the day of ASX listing; and
 - (ii) any disclosure document or Product Disclosure Statement offering interests in the vEBA Plus ETF current from time to time; and
 - (f) the responsible entity of the vEBA Plus ETF, and any investment manager of the vEBA Plus ETF provide information requested by ASIC in relation to the operation of the vEBA Plus ETF which is in their possession or reasonable control, to ASIC within 10 business days of a request for such information from ASIC, provided that information need not be provided to ASIC if to do so would breach an obligation of confidentiality owed to a third party or otherwise be contrary to law.

Schedule C

Relevant interests in interests in the vEBA Plus ETF of the kind described in paragraph (c) of Schedule B where the responsible entity of the vEBA Plus ETF satisfies paragraphs (a) and (b) of that Schedule.

Schedule D

- 1. The person complies with subparagraphs 671B(1)(a) and (b) of the Act within two business days of the day interests in vEBA Plus ETF are first admitted to quotation on ASX and thereafter two business days of 1 July and 31 December, as if the exemption from those subparagraphs given by this instrument had not been given.
- 2. The responsible entity of the vEBA Plus ETF includes a statement describing the effect of and conditions attaching to the exemption from paragraphs 671B(1)(a) and (b) of the Act given by this instrument in the following:
 - (a) a notice for release to the market lodged with ASX under the operating rules of ASX on or about the date of this instrument; and
 - (b) any disclosure document or Product Disclosure Statement offering interests in the vEBA Plus ETF current from time to time.

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Interpretation

In this instrument:

“responsible entity of the vEBA Plus ETF” means Aurora Funds Management Limited ACN 092 626 885.

“van Eyk Blueprint Alternatives Fund” means the van Eyk Blueprint Alternatives Fund ARSN 112 183 249 an unlisted managed investment scheme underlying the vEBA Plus ETF.

“vEBA Plus ETF” means the van Eyk Blueprint Alternatives Plus ARSN 121 722 521.

Dated this 22nd day of September 2006



Signed by Christopher Wheeler
as a delegate of Australian Securities Investments Commission.

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**Australian Securities and Investments Commission Corporations Act 2001 –
Paragraphs 741(1)(a), 911A(2)(1), 992B(1)(a) and 1020F(1)(a) – Exemption**

Disclosure relief for offers of shares, units of shares and options

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) exempts:
 - (a) the Issuer from Parts 6D.2 and 6D.3 (except section 736) where the Issuer:
 - (i) makes an eligible offer;
 - (ii) offers to arrange for the issue of financial products under an eligible offer;
 - (iii) issues a financial product under an eligible offer,
that does not involve a contribution plan, on the conditions set out in the Schedule and for so long as the conditions are met; and
 - (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire financial products under an eligible offer that does not involve a contribution plan, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule have not been met.

Licensing and hawking relief

2. Under paragraph 911A(2)(1) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the exemption in paragraph 1 (other than because the person made a recommendation to acquire financial products) from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in the exemption in paragraph 1 (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
3. Under paragraph 911A(2)(1) ASIC exempts:
 - (a) the Issuer who is exempt from Part 6D.2 or Part 7.9 because of the exemption in paragraph 1; and
 - (b) any associate of the Issuer,
from the requirement to hold an Australian financial service licence for the provision of the following financial services:
 - (c) the provision of a custodial or depository service in connection with an eligible offer covered by the exemption in paragraph 1 where the

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provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and

- (d) dealing in financial products in the course of providing a custodial or depository service covered by paragraph (c); and
 - (e) dealing in a financial product in connection with an eligible offer covered by the exemption in paragraph 1 where any acquisition by purchase or disposal of the product (by the Issuer or an associate) occurs either:
 - (i) through a person who holds an Australian financial service licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
4. Under paragraphs 741(1)(a) and 992B(1)(a) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the exemption in paragraph 1 from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Schedule

The following conditions apply:

1. the Issuer must:
 - (a) include that offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
2. the Issuer must comply with any undertaking required to be made in the offer document by reason of this instrument; and
3. in the case where the employee share scheme may involve the issue of shares (including as a result of the exercise of an option) – the Issuer must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units or shares and options to

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acquire unissued shares, under an employee share scheme to be accepted or exercised; and

- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the Issuer;

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

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

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

4. in the case where an offer of shares is made through a trust:

- (a) the trustee must hold the shares on trust for each person (a *beneficiary*) who acquires units of shares under an eligible offer; and
- (b) the trustee must cause proper written financial records to be maintained in respect of the activities of the trust and cause those records to be audited annually and made available for inspection by the beneficiaries at an office of the trustee or a place of business of the Issuer during normal business hours or such other time as is agreed with beneficiaries; and
- (c) the trustee must ensure that each share to which a unit held by a beneficiary relates is identified in the written financial records as being held on account of that beneficiary; and
- (d) the trustee must not levy any fees or charges for operating and administering the trust, either payable directly by the beneficiaries or out of the assets of the trust; and
- (e) except as expressly provided by the trust deed, a beneficiary must have the capacity to authorise the trustee to sell at or above the current market price the shares to which he or she is entitled to under the deed; and

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- (f) the trustee must provide a copy of the trust deed to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument; and
- (g) the Issuer must ensure that the trust deed contains covenants binding the trustee and their agents, if any, to the effect that a beneficiary possesses substantially the same rights in respect of the shares to which the units of shares they hold relate as if they were the legal owner of the shares, including the right to:
 - (i) direct the trustee how the voting rights attaching to the shares shall be exercised, either generally or in any particular case; and
 - (ii) receive the income deriving from the shares, including dividends declared by the Issuer in respect of those shares.

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. "associated body corporate" of the Issuer means:
 - (a) a body corporate that is a related body corporate of the Issuer; or
 - (b) a body corporate that has voting power in the Issuer of not less than 20%; or
 - (c) a body corporate in which the Issuer has voting power of not less than 20%;
4. "Australian dollar equivalent" in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;
5. "contribution plan" means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;

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- (b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the Issuer in trust for the employee in an account of an Australian ADI which is established and kept by the Issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
 - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
- 6. "current market price" means, in relation to a share in the Issuer, the price of that share as has been determined in the most recent annual valuation of the Issuer in accordance with clause 25 of the Issuer's constitution.
 - 7. "eligible employee" means, in relation to the Issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the Issuer or of an associated body corporate of the Issuer;
 - 8. "eligible offer" means an offer for issue or sale of options for the issue or transfer of shares in the Issuer where each of the options is offered for no more than nominal consideration and made under an employee share scheme extended only to eligible employees of the Issuer. ;
 - 9. "financial product advice" has the meaning given by section 766B;
 - 10. "general advice" has the meaning given by section 766B;
 - 11. "Issuer" means Bluestone Group Pty Limited ACN 091 201 357;
 - 12. "nominal consideration" means consideration of not more than 1 cent per option.;
 - 13. "offer" has a meaning affected by sections 700, 702 and 1010C;
 - 14. "offer document" means a document setting out an offer under an employee share scheme that:
 - (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
 - (b) if a summary (rather than a copy) of the rules of the scheme is given – includes an undertaking that during the period (the "*offer period*") during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, the Issuer will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and
 - (c) specifies in respect of the shares, shares subject to the options, or units of shares:

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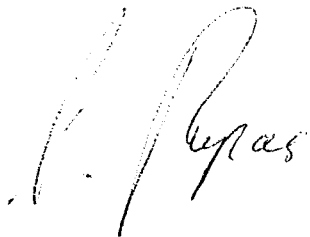
06 / 08 19

- (i) the acquisition price in Australian dollars; and
 - (ii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the offer; and
- (d) includes an undertaking, and an explanation of the way in which, the Issuer will, during the period, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price, where the document relates to an offer of shares, options or units, of shares in the same class as those offered, subject to the options or to which the units relate; and
 - (ii) where subparagraph (c)(ii) applies, the information referred to in that paragraph as updated to that date.
15. "unit" in relation to a share means a legal or equitable right or interest in the share.

Commencement

This instrument commences on the date of its gazettal.

Dated this 26th day of September 2006



Signed by Christopher Papas

as a delegate of the Australian Securities and Investments Commission

0 6 / 0 8 2 1

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 741(1)(b) and 1020F(1)(b) — Declaration
and Exemption

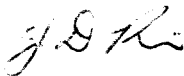
1. Under paragraph 741(1)(b) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 6D of the Act applies to the Commonwealth of Australia and Telstra Sale Company Limited ACN 121 986 187 for the offer or intended offer of T3 instalment receipts as if regulation 6D.5.01 of the *Corporations Regulations 2001* were omitted.
2. Under paragraph 1020F(1)(b) of the Act ASIC exempts a financial product that is a T3 instalment receipt from Part 7.9 of the Act, apart from section 1017F and Divisions 5A and 6 (and provisions of Division 7 that apply in relation to that section or provisions of those Divisions).

Interpretation

In this instrument:

T3 instalment receipt means an equitable interest in an ordinary share in Telstra Corporation Limited ACN 051 775 556 to be offered under a prospectus to be lodged with ASIC on or about 9 October 2006.

Dated the 29th day of September 2006



Signed by John David Price
as delegate of the Australian Securities and Investments Commission

06 / 0822

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 741(1)(a) — Exemption**

1. Under paragraph 741(1)(a) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (**ASIC**) exempts the Commonwealth of Australia from subsection 734(2) of the Act in relation to an advertisement or publication of a statement relating to an offer of securities in Telstra Corporation Limited ACN 051 775 556 (**Telstra**) under a prospectus to be lodged with ASIC on or about 9 October 2006 where the advertisement or publication:
 - (a) contains all of the following:
 - (i) a statement that identifies the offeror and the securities;
 - (ii) a statement that a prospectus for the offer will be made available when the securities are offered;
 - (iii) a statement that anyone who wants to acquire the securities will need to complete the application form that will be in or will accompany the prospectus; and
 - (b) otherwise contains nothing more than:
 - (i) a statement of how to arrange (**pre-register**) to receive a copy of the disclosure document which, for the avoidance of doubt, may refer persons who wish to pre-register to a telephone service or a website to obtain further information; and
 - (ii) statements to the effect that:
 - (A) persons who pre-register should only make a decision whether to acquire the securities after they have read the prospectus; and
 - (B) a person who pre-registers is not making a commitment to acquire any securities; and
 - (iii) a statement to the effect that the consideration that a person who acquires securities as a retail client pays for the securities will be less than that paid by a person to whom disclosure is not required to be given under subsection 708(8) of the Act; and
 - (iv) a statement explaining that the consideration for the securities will be payable in two instalments; and
 - (v) statements:
 - (A) to the effect that Telstra is one of Australia's largest listed companies and is a leading provider of telecommunications and information services in Australia; and
 - (B) that identify how many customers Telstra has in the markets in which it operates; and
 - (C) that identify and describe brands that are wholly or partly owned by Telstra; and

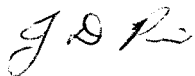
- (D) that state the profit earned by Telstra for the financial year ended 30 June 2006; and
 - (vi) a statement to the effect that:
 - (A) the advertisement or publication is not a prospectus and does not constitute an invitation or offer to acquire securities in any jurisdiction; and
 - (B) the securities have not been, and will not be, registered under the US Securities Act of 1933, as amended and may not be offered or sold in the US without registration or an applicable exemption.
- 2. For the avoidance of doubt, under paragraph 741(1)(a) of the Act ASIC exempts the Commonwealth of Australia and any person acting on behalf of the Commonwealth from subsection 734(2) of the Act to the extent that it would prevent those persons from providing, through a telephone service, factual information about how a person may pre-register for the prospectus referred to in paragraph 1.

Interpretation

In this instrument:

retail client has the meaning given by section 761G of the Act

Dated this 29th day of September 2006



Signed by
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act – Subsection 741(1)(a) – Exemption **0 6 / 0 8 2 3**

Under paragraph 741(1)(a) of the *Corporations Act 2001 (Act)*, the Australian Securities and Investments Commission (**ASIC**) exempts the persons specified in the Schedule, from subsection 734(2) of the Act in relation to the publication of a report relating to the Offer, or Telstra Corporation Limited ACN 051 775 556 (**Telstra**) or in connection with the telecommunications industry on condition that the report:

1. is restricted to the publication of information:
 - (a) that is generally available information;
 - (b) that is published by a holder of an Australian financial services licence; and
2. contains prominent statements to the effect that:
 - (a) a disclosure document for the offer will be made available when the securities are offered; and
 - (b) anyone who wants to acquire the securities will need to complete the application form that will be in or will accompany the disclosure document; and
3. contains full particulars in relation to the interests (if any) that the person publishing the report has in the success of the Offer.

Schedule

- (a) UBS AG, Australia Branch (ABN 47 088 129 613), ABN AMRO Rothschild (a joint venture between ABN AMRO Equity Capital Markets Limited (ABN 17 000 757 111) and Rothschild Australia Securities Limited (ABN 61 008 591 768)), Goldman Sachs JBVere Pty Limited (ABN 21 006 797 897), ABN AMRO Morgans Limited (ABN 49 010 669 726), Bell Potter Securities Limited (ABN 25 006 390 772), Citigroup Global Markets Australia Pty Ltd (ABN 64 003 114 832), Citigroup Wealth Advisers Pty Limited (ABN 19 009 145 555), Commonwealth Securites Limited (ABN 60 067 254 399), Credit Suisse (Australia) Limited (ABN 94 007 016 300), Daiwa Securities SMBC Australia Limited (ABN 54 006 461 356), Etrade Australia Securities Limited (ABN 93 078 174 973), J.P. Morgan Australia Limited (ABN 52 002 888 011), Lehman Brothers Australia Pty Limited (ABN 69 093 311 249), Morgan Stanley Dean Witter Australia Limited (ABN 67 003 734 576), Ord Minnett Limited (ABN 86 002 733 048), Patersons Securities Limited (ABN 69 008 896 311), RBC Capital Markets, Shaw Stockbroking Limited (ABN 24 003 221 583), UBS Wealth Management Australia Limited (ABN 50 005 311 937) and Wilson H T M Limited (ABN 68 010 529 665).
- (b) The related bodies corporate of the parties referred to in paragraph (a).

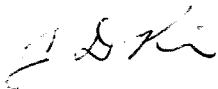
Interpretation

For the purposes of this instrument:

1. Information is “generally available” if:
 - (a) it consists of readily observable matter; or

- 0 6 / 0 8 2 3
- (b) without limiting the generality of paragraph (a), both the following sub-paragraphs apply:
- (i) it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in financial products of a kind whose price or value might be affected by the information; and
 - (ii) since it was so made known, a reasonable period for it to be disseminated among such persons has elapsed.
2. “Offer” means an offer for sale of securities in Telstra under a prospectus to be lodged with ASIC on or about 9 October 2006.

Dated the 29th day of September 2006.



Signed by John David Price
as delegate of the Australian Securities and Investments Commission



ASIC

06/0824

Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(b) –Declaration**

Under paragraph 992B(1)(c) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") declares that Part 7.8 of the Act applies in relation to Coverforce Pty Limited ACN 067 079 261 as if the provisions of that Part were modified or varied by inserting after section 989A:

"989AA For the purposes of this Subdivision, the period beginning 1 January 2006 and ending 30 June 2006 is taken to be a financial year".

Dated this 26th day of September 2006

A handwritten signature in black ink, appearing to read 'Violet Wong'.

Signed by Violet Wong
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) —
Exemptions and Revocation

1. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) revokes ASIC Instrument [06/0502] dated 15th June 2006.
2. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the Act, the ASIC exempts the persons referred to in Schedule A from:
 - (a) section 992A and Part 7.9 of the Act; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services,

in relation to each of the financial products specified in Schedule B.

Schedule A

Derni Pty Limited ACN 002 263872 (*Derni*);

Harvey Norman Holdings Limited ACN 003 237 545 (*Harvey Norman*) and each subsidiary of Harvey Norman; and

Each independent franchisee that operates a Harvey Norman, Domayne or Joyce Mayne store under a franchise agreement between that independent franchisee and a subsidiary of Harvey Norman.

Schedule B

1. The "Harvey Norman Gift Card";
2. the "Domayne Gift Card"; and
3. the "Joyce Mayne Gift Card",

issued by Derni and in relation to which all of the following are satisfied:

- (a) the amount standing to the credit of the facility and which is available for the making of non-cash payments under the facility:
 - (i) is determined at the time of the issue of the facility; and
 - (ii) cannot be increased after the issue of the facility unless it is because of the reversal of a payment made under the facility in the case of refund or because of a correction of an error; and
 - (iii) cannot be withdrawn from the facility in whole or in part by means of a cash payment (except for the withdrawal of the full amount standing to the credit of the facility after one or more non-cash payments have been made through the facility being an amount that in the reasonable opinion of the issuer of the facility, is unlikely to be able to be conveniently used under

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the facility);

- (b) the facility may be used to make non-cash payments on more than one occasion;
- (c) the facility is only promoted or marketed as a gift product;
- (d) if:
 - (i) under the terms of the facility there is a date (the *expiry date*) after which the facility cannot be used for the making of non-cash payments (regardless of whether there is an amount standing to the credit of the facility at the end of the expiry date); and
 - (ii) the facility is issued on or after 3 October 2006;

the expiry date is:

- (iii) in the case where the presentation of a device is the means by which a person uses the facility — prominently set out on the device:
 - (A) in a manner that makes it clear that it is an expiry date; or
 - (B) by stating the date of issue of the facility together with a statement that the facility cannot be used after the expiry of a period in months or years which is also stated on the device;
- (iv) in any other case — prominently displayed in a manner that:
 - (A) could reasonably be expected to come to the attention of a person who is given or given use of the facility at the time it is given and at the time it is used; and
 - (B) makes it clear that it is an expiry date; and
- (e) the facility is not a component of another financial product.

Interpretation

In this instrument:

device includes a certificate, voucher, token, card, coin or other object by which a person may use the gift facility.

facility has a meaning affected by section 762C of the Act.

issue has the meaning given by subsection 761E(2) of the Act.

issuer has the meaning given by subsection 761E(4) of the Act.

makes non-cash payments has the meaning given by section 763D of the Act.

Commencement

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This instrument takes effect on gazettal

Dated this 27th day of September 2006



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

0 6 / 0 8 2 7

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

1. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (ASIC) revokes ASIC Instrument [06/440] dated 26 May 2006.
2. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the Act, ASIC exempts Coles Myer Ltd ACN 004 089 936 and its related bodies corporate in the case specified in the Schedule from:
 - (a) section 992A and Part 7.9 of the Act; and
 - (b) the requirement to hold an Australian financial services licencein relation to a facility (*gift facility*) through which, or through the acquisition of which, a person makes non-cash payments for goods or services.

Schedule

A gift facility in relation to which all of the following are satisfied:

- (a) the amount standing to the credit of the facility and which is available for the making of non-cash payments under the facility:
 - (i) is determined at the time of the issue of the facility; and
 - (ii) cannot be increased after the issue of the facility unless it is because of the reversal of a payment made under the facility in the case of refund or because of a correction of an error; and
 - (iii) cannot be withdrawn from the facility in whole or in part by means of a cash payment (except for the withdrawal of the full amount standing to the credit of the facility after one or more non-cash payments have been made through the facility being an amount that in the reasonable opinion of the issuer of the facility, is unlikely to be able to be conveniently used under the facility);
- (b) the facility may be used to make non-cash payments on more than one occasion;
- (c) the facility is only promoted or marketed as a gift product;

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(d) if:

(i) under the terms of the facility there is a date (the *expiry date*) after which the facility cannot be used for the making of non-cash payments (regardless of whether there is an amount standing to the credit of the facility at the end of the expiry date); and

(ii) the facility is issued on or after 1 April 2007;

the expiry date is:

(iii) in the case where the presentation of a device is the means by which a person uses the facility — prominently set out on the device:

(A) in a manner that makes it clear that it is an expiry date; or

(B) by stating the date of issue of the facility together with a statement that the facility cannot be used after the expiry of a period in months or years which is also stated on the device;

(iv) in any other case — the expiry date is prominently displayed in a manner that:

(A) could reasonably be expected to come to the attention of a person who is given or given use of the facility at the time it is given and at the time it is used; and

(B) makes it clear that it is an expiry date; and

(e) the facility is not a component of another financial product.

Interpretation

In this instrument:

device includes a certificate, voucher, token, card, coin or other object by which a person may use the gift facility.

facility has a meaning affected by section 762C of the Act.

issue has the meaning given by subsection 761E(2) of the Act.

issuer has the meaning given by subsection 761E(4) of the Act.

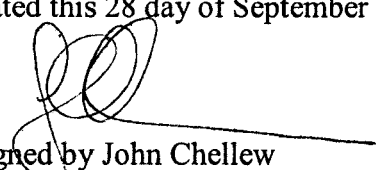
makes non-cash payments has the meaning given by section 763D of the Act.

Commencement

This instrument takes effect on gazettal.

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Dated this 28 day of September 2006


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

06 / 0828

**Australian Securities and Investments Commission
Corporations Act 2001— Paragraphs 601QA(1)(a) and 1020F(1)(a) —
Exemption**

For the avoidance of doubt, under paragraph 601QA(1)(a) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts, until 31 May 2006, the persons specified in Schedule A from Chapter 5C of the Act in relation to the operation of the managed investment scheme in the case specified in Schedule B.

For the avoidance of doubt, under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 31 May 2006, the persons specified in Schedule A from Part 7.9 of the Act in relation to any offers to issue, offers to arrange for the issue or the issue of interests in the managed investment scheme in the case specified in Schedule B.

Schedule A

IAMGOLD Corporation ARBN 117 474 790 ("IAMGOLD")
Gallery Gold Limited ACN 009 125 197 ("Gallery Gold")
Zero Nominees Pty Ltd ACN 091 927 981 ("Zero Nominees")

Schedule B

The managed investment scheme is the facility to dispose of IAMGOLD shares set out in clauses 3.9 and 3.10 in the Scheme of Arrangement, where all the following apply:

- (a) The facility complies with all the terms agreed to in the above two clauses in the Scheme of Arrangement;
- (b) the compromise or arrangement, as specified in subsection 411(4) of the Act, to which the Scheme of Arrangement relates, becomes binding under that subsection;
- (c) Zero Nominees ensures that IAMGOLD shares disposed of under the facility are disposed of by an Australian Financial Services Licence holder;
- (d) Zero Nominees makes best endeavours to ensure that the IAMGOLD shares are disposed of at the best price reasonably obtainable at the time of the disposal;
- (e) Each Ineligible Foreign Holder or participating unmarketable parcel holder eligible to receive money under the facility receives an amount in proportion to the number of IAMGOLD shares they would have received if the facility had not been in operation.

Interpretation

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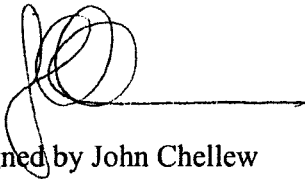
In this instrument:

Ineligible Foreign Holder has the same meaning as "Ineligible Foreign Holder" defined by clause 1.1 in the Scheme of Arrangement;

participating unmarketable parcel holder means a person that has taken up the option referred to in clause 3.10 in the Scheme of Arrangement;

Scheme of Arrangement means the document entitled "Scheme of Arrangement pursuant to section 411 of the Corporations Act" in Schedule 1 of the explanatory statement, dated 25 January 2006, prepared by Gallery Gold and registered with ASIC on 30 January 2006 under section 412(6) of the Act.

Dated this 10th day of March 2006

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

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

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 951B(1)(a) – Exemption**

1. The Australian Securities and Investments Commission (“ASIC”) grants this exemption under paragraph 951B(1)(a) of the *Corporations Act 2001* (Cth) (the “Act”).
2. Babcock & Brown Asset Holdings Pty Ltd ACN 002 332 345 (the “intermediary”), who is a financial services licensee, does not have to comply with subsections 941A(1) or 941B(1) to the extent that a Financial Services Guide (the “intermediary FSG”) that the intermediary must give in relation to the provision of the financial service referred to in paragraph 3:
 - (a) must be given in the way required by section 940C; and
 - (b) must be given at the time required by subsection 941D(1); and
 - (c) must have a title in accordance with subsection 942A(1).

Where relief applies

3. The exemption in paragraph 2 applies where the intermediary provides a financial service consisting of arranging for the issue of a financial product under an intermediary authorisation and all of the following are satisfied:
 - (a) a prospectus offering BBSNs has been lodged by Babcock & Brown Limited ACN 108 614 955 (“the product provider”) with ASIC on or about 26 September 2006 (the “Prospectus”); and
 - (b) the intermediary FSG forms a separate and clearly identifiable part of the Prospectus; and
 - (c) the expression “Financial Services Guide” appears at or near the front of the part of the Prospectus that is the intermediary FSG;
 - (d) the Prospectus clearly and prominently discloses the identity of:
 - (i) the person that is to issue the product under the intermediary authorisation; and
 - (ii) the intermediary; and
 - (iii) where the intermediary is an authorised representative - the licensee on whose behalf the intermediary acts in relation to the intermediary authorisation;
 - (e) the Prospectus clearly and prominently discloses the nature of the relationship between the product provider and:

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- (i) the intermediary; and
- (ii) where the intermediary is an authorised representative - the licensee on whose behalf the intermediary acts in relation to the intermediary authorisation.

Interpretation

In this instrument:

1. references to provisions are references to provisions of the Act;
2. "authorised representative" has the meaning given by section 761A;
3. "BBSN" means Babcock & Brown Subordinated Notes, which are debentures within the meaning given by section 9;
4. "Financial Services Guide" has the meaning given by section 761A; and
5. "intermediary authorisation" means an arrangement between the product provider who is the issuer of the BBSN and the intermediary under which:
 - (a) the intermediary, or their authorised representatives, may make offers to people to arrange for the issue, variation or disposal of the BBSN by the product provider; and
 - (b) the product provider is to issue, vary or dispose of financial products in accordance with such offers, if they are accepted;

provided that the offer pursuant to which the issue, variation or disposal is made was covered by the intermediary's Australian financial services licence.

Dated 19th day of September 2006



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

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**Australian Securities and Investments Commission
Corporations Act 2001 —Paragraph 601QA(1)(b) —Declarations**

Under paragraph 601QA(1)(b) of the Corporations Act 2001 (the “Act”), the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 5C of the Act applies to the person specified in Schedule A in the case set out in Schedule B as if Chapter 5C were modified or varied as follows:

(a) omit paragraph 601FC(1)(c), 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 interests in each of the schemes are components of a stapled security) and, if there is a conflict between the interests of the members and its own interests, give priority to the interests of the members; and”; and

(b) omit paragraph 601FD(1)(c), 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 interests in each of the schemes are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and”; and

(c) after notional subsection 208(2) as included in section 601LC, insert:

“(2A) Member approval is not required for the giving of a benefit and the benefit need not be given within 15 months if:

(a) the benefit either:

- (i) is given out of the scheme property of a registered scheme (the *scheme*); or
- (ii) could endanger the scheme property; and

(b) each interest in the scheme is a component part of a stapled security, together with an interest in another registered scheme (the *stapled scheme*); and

- (c) the benefit is given by: 0 6 / 0 8 3 3
- (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:
- (i) to the stapled scheme, or to any wholly owned entity of the stapled scheme;
 - (ii) to an entity in which all of the interests are held by one or more of:
 - (A) the scheme, or any wholly owned entity of the scheme; or
 - (B) the entities referred to in subparagraph (i).

(2B) For the purposes of this section:

- (a) An entity is wholly owned by another entity if all of the interests in the first-mentioned entity form part of the trust property of the second-mentioned entity or a wholly owned entity of it; 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.”; and

(d) after section 601PC, insert:

“**601PD** For the purposes of sections 601FC, 601FD and 601LC:

stapled security means two financial products, each being an interest in a registered scheme where:

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

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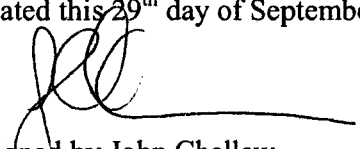
Schedule A

Centro MCS Manager Limited ACN 051 908 984 in its capacity as responsible entity of Centro MCS 36 Trust 1 ARSN 114 635 442 ("*Trust 1*") and Centro MCS 36 Trust 2 ARSN 114 635 531 ("*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 be transferred together.

Dated this 29th day of September 2006



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

Corporations Act 2001
Subsection 164(3)

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

ABACUS TRADEWINDS OPERATING COMPANY LTD ACN 117 642 092 will change to a proprietary company limited by shares. The new name will be ABACUS TRADEWINDS OPERATING COMPANY PTY LIMITED ACN 117 642 092.

CAPX LIMITED ACN 090 986 959 will change to a proprietary company limited by shares. The new name will be CAPX PTY LIMITED ACN 090 986 959.

DIAKYNE PTY LTD ACN 099 168 402 will change to a public company limited by shares. The new name will be DIAKYNE LIMITED ACN 099 168 402.

EHEALTH TECHNOLOGIES LIMITED ACN 092 443 251 will change to a proprietary company limited by shares. The new name will be EHEALTH TECHNOLOGIES PTY LIMITED ACN 092 443 251.

STARGAMES LIMITED ACN 003 190 501 will change to a proprietary company limited by shares. The new name will be STARGAMES PTY LTD ACN 003 190 501.

CALAIR SYSTEMS LIMITED ACN 096 558 977 will change to a proprietary company limited by shares. The new name will be CALAIR SYSTEMS PTY. LTD. ACN 096 558 977.

CONTROL TECHNOLOGIES INTERNATIONAL PTY LTD ACN 104 238 904 will change to a public company limited by shares. The new name will be CONTROL TECHNOLOGIES INTERNATIONAL LIMITED ACN 104 238 904.

DYNAMIC AXTION PTY LIMITED ACN 089 285 469 will change to a public company limited by shares. The new name will be PROSMEDIX LIMITED ACN 089 285 469.

EMECO LIMITED ACN 112 227 728 will change to a proprietary company limited by shares. The new name will be EMECO PTY LIMITED ACN 112 227 728.

THORN ASIA-PACIFIC HOLDINGS PTY LTD ACN 072 507 147 will change to a public company limited by shares. The new name will be THORN ASIA-PACIFIC HOLDINGS LTD ACN 072 507 147.