



Commonwealth of Australia



ASIC

Australian Securities &
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RIGHTS OF REVIEW

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

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03 / 0852**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001 - SUBSECTION 741(1) EXEMPTION**

Pursuant to subsection 741(1) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A in the case specified in Schedule B from all of the provisions of Parts 6D.2 and 6D.3 of the Act other than sections 706, 707, 708, 710, subsections 711(1) to (4), section 718, subsections 723(1), 727(1), 727(2) and 727(4) and sections 728, 729, 731, 733, 736 and 738.

Schedule A

Independent Newspapers Limited A.R.B.N 099 992 426 ("issuer")

Schedule B

An offer for issue or sale of securities of the issuer:

- (a) in connection with a foreign takeover offer;
- (b) being securities in a class of securities quoted on the New Zealand Stock Exchange;
- (c) in respect of which the terms and conditions of each offer made to a person whose address is a place within this jurisdiction (an "Australian offeree") are the same as those extended to each other offeree in the same class other than offerees in a jurisdiction other than Australia, New Zealand, the United States of America and the United Kingdom, who in lieu of an offer of securities will be offered the equivalent consideration in cash in accordance with an exemption given to the issuer by the New Zealand Takeovers Panel;
- (d) in respect of which each Australian offeree is provided with the same notices, documents or other information, as modified to include any additional information for the purposes of complying with Chapter 6D of the Act, as those provided to other offerees at the same time or as soon as practicable after such notices, documents or other information are made available to those other offerees;
- (e) which complies with all legislative requirements in New Zealand and the operating rules of the New Zealand Stock Exchange; and
- (f) where at the time of the offer the issuer has securities quoted on the New Zealand Stock Exchange and trading in which is not suspended.

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Interpretation

For the purposes of this exemption:

A "**foreign takeover offer**" is an offer made:

- (a) to all holders of a class of shares in a foreign corporation; or
 - (b) to all such holders other than the bidder or the bidder and its associates,
- to acquire all or some of their shares.

Note: In this instrument, "this jurisdiction" means Australia: Act, ss 5 and 9 (definition of "this jurisdiction").

Dated: 25 September 2003



Joseph Annor
as delegate for the Australian Securities and Investments Commission

03 / 0856

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

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C of the Act applies to Stockland Trust Management Limited ACN 001 900 741 in its capacity as the responsible entity of the Stockland Trust ARSN 092 897 348 ("Scheme") in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

1. omit paragraph 601FC(1)(c) and substitute:

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest 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";

2. omit paragraph 601FD(1)(c) and substitute:

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest 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";

3. section 601LC were modified or varied by adding after notional subsection 208(2) of the Act as included in that section:

"(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; or
- (ii) could endanger the scheme property; and

(b) all of the issued shares in the responsible entity of the scheme are owned by a holding company, all the issued shares of which are component parts of Stapled Securities together with all of the interests in the scheme; and

(c) the benefit is given by:

- (i) the responsible entity; or
- (ii) an entity that the responsible entity controls; or
- (iii) an agent of, or person engaged by, the responsible entity; and

(d) the benefit is given to:

- (i) the responsible entity; or
- (ii) a wholly owned subsidiary of the responsible entity; or

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(iii) the holding company referred to in paragraph (b); or

(iv) a wholly owned subsidiary of the holding company referred to in paragraph (b)."

4. After section 601PC insert:

"601PD For the purposes of this Chapter:

Stapled Security means an interest in a registered scheme and a share in a company which must on the terms on which they are traded only be transferred together."

Schedule

Where under the terms on which an interest in the Scheme and a share in Stockland Corporation Limited ACN 000 181 733 are traded they can only be transferred together.

Dated 1 October 2003



Signed by Shane Campbell
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — 911A(2)(f) and 1020F(1)(a) — Exemption**

Disclosure relief

1. Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) exempts:
 - (a) a person from Part 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,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.

Licensing relief

2. Under paragraph 911A(2)(f) ASIC exempts a person who is exempt from Part 7.9 because of the exemption set out in paragraph 1 above (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.
3. Under paragraph 911A(2)(f) ASIC exempts:
 - (a) an issuer who is exempt from Part 7.9 because of the exemption set out in paragraph 1; 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 where:

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- (i) the service is not a custodial arrangement within the meaning of section 1012IA; and
 - (ii) 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 connection with an offer covered by the exemption where any acquisition by purchase or disposal of the product by the issuer or an associate occurs either:
- (i) through a person who holds an Australian financial services licence authorising the holder to deal in those financial products or 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 those financial products in the relevant place.

Schedule - Conditions

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 (or, in the case of an issuer which does not have a registered office in this jurisdiction, cause an associated body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument; and
3. The issuer must keep at the registered office of an associated body corporate of the issuer in this jurisdiction and make available to ASIC, upon request, a register of those Participants who received an eligible offer in this jurisdiction and enter in the register:
 - (a) the name and address of each Participant;
 - (b) the extent of the holding of each Participant;
 - (c) the date at which the name of each Participant was entered in the register; and

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- (d) the date at which any Participant's participation ceased.
4. Except as may be required by the laws of the United States of America, the United Kingdom, Germany, Japan and Italy, the issuer must not modify or vary the Rules in any material respect which would adversely affect the rights and interests of Participants in the Scheme unless ASIC notifies the issuer or any person acting for or on behalf of the issuer in writing that it does not object to the modification or variation.
 5. The issuer must take all reasonable steps to ensure that the provisions of the Rules are complied with.
 6. The issuer must take all reasonable steps to ensure that the Scheme at all times complies with the law of the United States of America.

Note: where a document must be provided in writing it may be provided by electronic means. See s5C of the Act and s25 of the Acts Interpretation Act 1901.

Interpretation

In this instrument:

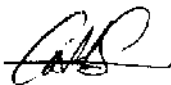
1. except where otherwise stated, references to provisions are to provisions of the Act;
2. a Scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. "associated body corporate" of an issuer means:
 - (a) a body corporate that is a related body corporate of the issuer; or
 - (b) a body corporate that has voting power in the issuer of not less than 20%;
or
 - (c) a body corporate in which the issuer has voting power of not less than 20%;
4. "Class B Unit" has the meaning given by the LAM Agreement;
5. "Capital" has the meaning given by the LAM Agreement;
6. "eligible employee" means, in relation to an issuer, a person who is at the time of an offer under Scheme, a full or part-time employee or director of the issuer or of an associated body corporate of the issuer;
7. "eligible offer" means an offer for the issue of a Phantom Right made under an employee share scheme extended only to eligible employees of the issuer;
8. "financial product advice" has the meaning given by section 766B;

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9. "general advice" has the meaning given by section 766B;
10. "issuer" means Lazard Asset Management LLC, a Delaware limited liability company in the United States of America;
11. "LAM Agreement" means the First Amended and Restated Limited Liability Company Agreement of Lazard Asset Management LLC, dated 10 January 2003, as amended or supplemented from time to time;
12. "offer" has a meaning affected by section 1010C;
13. "offer document" means a document setting out an offer under the 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) specifies in respect of Phantom Rights, the basis upon which Phantom Rights are issued to those eligible employees that accept the offer; and
 - (c) specifies the circumstances in which an eligible employee may receive cash benefits under Phantom Rights; and
 - (d) specifies the circumstances in which Phantom Rights may be transferred or disposed of;
14. "Participant" means an eligible employee to whom an eligible offer is made and who accepts such an offer;
15. "Phantom Right" means a contractual right granted to an eligible employee pursuant to the Rules representing the right to receive payment from the issuer based on the economic rights of a Class B Unit holder, except with respect to any economic rights relating to Capital, on the terms and conditions of the Rules;
16. "Rules" means the rules of the Scheme included with or accompanying the offer document; and
17. "Scheme" means the Lazard Asset Management LLC Incentive Plan.

Dated this 1st day of October 2003

Signed by Catherine So
as delegate of the Australian Securities and Investments Commission

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AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF MARTIN JAMES DONOHUE
AND SECTIONS 829 AND 830 OF THE CORPORATIONS ACT 2001**

To: **Martin Donohue**
3 Byron Street,
BRIGHTON, VIC. 3186

**ORDER PURSUANT TO SECTIONS 829 and 830 OF THE
CORPORATIONS ACT 2001**

TAKE NOTICE THAT: pursuant to sections 829 and 830 of the Corporations Act 2001, Martin Donohue is permanently prohibited from doing an act as a representative of a dealer or of an investment advisor.

Dated this 29th day of September 2003.

Signed:.....
Arne Moroney
Delegate of the
Australian Securities and Investments Commission.

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

Pursuant to paragraph 655A(1)(b) of the *Corporations Act 2001* (“Act”), the Australian Securities and Investments Commission (“ASIC”) hereby revokes ASIC instrument 03/0797; and

Pursuant to paragraph 655A(1)(b) of the Act, ASIC declares that Chapter 6 of the Act applies in relation to the person specified in Schedule A in the case specified in Schedule B as if subsection 631(1)(b) were modified or varied by:

Omitting the words “within 2 months after the proposal” and substituting the words:

“by the earlier of:

- (i) 7 days after final determination of the application made by BreakFree Limited ACN 097 772 702 to the Takeovers Panel on 12 September 2003; or
- (ii) 23 October 2003.”

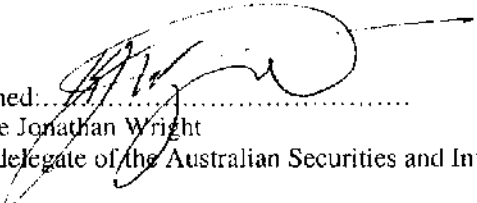
Schedule A

Barondenc Pty Ltd ACN 097 461 964

Schedule B

A proposal to make a takeover bid for all of the issued shares in Breakfree Limited ACN 100 072 704 announced to the market by S8 Limited ACN 097 772 702 on 11 July 2003.

Dated this 2nd day of October 2003.

Signed: 
Kyle Jonathan Wright
As delegate of the Australian Securities and Investments Commission

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

Pursuant to subsection 655A(1)(b) of the Corporations Act ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if item 12 of the table in subsection 633(1) of the Act were modified by omitting the words "no later than 15 days" and substituting the words "no later than 20 days".

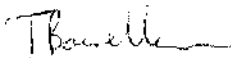
Schedule A

Australian Growth Properties Ltd ACN 003 354 443 ("AGP")

Schedule B

The target's statement relating to the off market bid by Trans Tasman Properties (AGP) Pty Limited ACN 003 440 079 for all of the fully paid ordinary shares in AGP in respect of which a bidder's statement was lodged with ASIC on 22 August 2003.

Dated this 3rd day of October 2003



Signed by Therese Boumelhem
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) – Exemption**

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts Pacific Brands Holdings Pty Limited ("**Pacific Brands**") and any persons acting on their behalf ("**Offeror**") from subsection 734(2) of the Act if and for so long as the condition in Schedule A is met insofar as subsection 734(2) of the Act prevents the Offeror from:

1. communicating to employees of Pacific Brands and its related bodies corporate:
 - (a) details of the participation of employees in the Offer;
 - (b) details of any employee share or option plan under which offers will be made at or about the same time as the Offer;
 - (c) matters relating to:
 - (i) changes to the internal administration of the undertaking of Pacific Brands and its related bodies corporate;
 - (ii) the appointment of executive officers to Pacific Brands and its related bodies corporate; and
 - (iii) the timing of the Offer; and
 - (d) information concerning impending announcements in relation to the Offer; and
2. communicating to employees of Pacific Brands and its related bodies corporate information about the function of employees in relation to the making of all enquiries (if any) that are reasonable in the circumstances in relation to the prospectus for the Offer ("**Prospectus**") by a person performing a function in a professional, advisory or other capacity in connection with the preparation of the Prospectus.

Schedule A

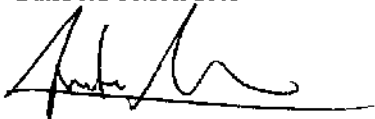
No advantages or disadvantages of the Offer are communicated.

Interpretation

Offer means a possible offer for sale or issue of issued ordinary shares in Pacific Brands or a related corporation, or units of such shares.

If and for so long as the condition in Schedule A is met, this exemption shall remain effective, unless otherwise revoked, for a period of 6 months from the date of execution.

Dated 3rd October 2003



Signed by Justin Sam
as a delegate of the Australian Securities and Investments Commission

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

1. Under paragraph 601QA(1)(a) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.
2. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A in the case referred to in Schedule B on the conditions set out in Schedule C from:
 - (a) sections 992A, 992AA and 1017F of the Act; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by that person in relation to dealing in interests in a managed investment scheme of the kind and offered on the basis referred to in Schedule B.
3. Under paragraphs 992B(1)(a) of the Act ASIC hereby exempts a person (other than a person referred to in Schedule A) in the case of an offer to sell an interest in a managed investment scheme referred to in Schedule B and offered on a basis that appears to comply with Schedule C, from sections 992A and 992AA of the Act.

SCHEDULE A — WHO IS EXEMPT

Any person who operates the scheme specified in Schedule B (scheme) including Lemsound Pty Ltd, ACN 003 388 056 and the following persons (promoters):

- (a) Menmax Holdings Pty Ltd ACN 008 416 779, Taiko Pty Ltd ACN 099 954 131, Cavagym Pty Ltd ACN 082 795 695 and Resort Brokers Pty Ltd ACN 984 762 399; and
- (b) any other person offering an interest in the scheme for issue,

other than a person who is aware that any disclosure statement required to be given to a person under this instrument or any Product Disclosure Statement required to be given to a person under the Act in relation to the scheme, was not given or was given but did not comply with this instrument or the Act as the case may be.

SCHEDULE B — SCHEMES EXEMPTED

Operating a managed investment scheme which involves an owner (investor) of real property (strata unit), in the investor's discretion, making their strata unit available for use by a person (operator) as part of a serviced apartment, hotel, motel or resort complex located at 2011 Gold Coast Highway, Burleigh Heads, Queensland, in relation to which,

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on 1 March 2000, there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme, where:

- (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
- (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
 - (i) by a person other than the operator or an associate of the operator; and
 - (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is an Australian financial services licensee;
- (e) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment of money to buy the strata unit; and
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where each such payment:
 - (A) relates to a period of no more than 3 months; and
 - (B) is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during that period;
- (f) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme; and
- (g) the serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in Schedule E.

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

- 1 The operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- 2 Each promoter that is involved in making an offer of interests in the scheme for issue must:

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- (a) not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;
 - (b) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer is made at or before the making of the offer; and
 - (c) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that the disclosure statement is signed and dated by the operator or, if the operator is not knowingly concerned in the offer, by a promoter; and
- 3 The operator must comply with the provisions specified in Schedule E which are included in the agreement referred to in paragraph (g) of Schedule B.

SCHEDULE D — THE DISCLOSURE STATEMENT

- 1 The disclosure statement must:
- (a) describe the main features of the interests in the scheme;
 - (b) set out the main terms and conditions of the offer; and
 - (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format),
- sufficiently to enable a typical investor in those interests to make an informed decision whether to become a member of the scheme, having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.
- 2 The questions are:
- (a) What is being offered?
 - (i) How are the investor's property rights affected by holding an interest in the scheme?
 - (ii) What key rights will investors have in relation to the use of their strata unit by the operator?
 - (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the scheme? How will it be operated?
 - (iv) What are the key terms of any lease, licence or rights that investors are to confer on the operator in relation to the operation of the scheme?

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- (v) Does the operator own or have rights in relation to any property that may adversely affect:
- (A) how the scheme would operate if the operator were changed; or
 - (B) the amount investors are likely to receive for use of their strata unit if the property ceases to be available (for whatever reason),
- and, if so, what are those rights? How could the adverse effect happen?
- (b) What are the risks and returns of the investment?
- (i) How, in general terms, will the operation of the serviced apartment, hotel, motel or resort complex generate returns for investors?
 - (ii) When and how are these returns to be calculated and made available to investors?
 - (iii) Are investors in the scheme guaranteed or promised that they will receive a particular rate of return from the scheme? If so:
 - (A) what are the conditions for receiving the benefits of this guarantee or promise;
 - (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
 - (C) what is the financial position of the person giving the guarantee or promise; and
 - (D) on what basis do investors receive returns once the guarantee or promise expires?
 - (iv) If no particular rate of return is guaranteed or promised:
 - (A) is the operator aiming to achieve a particular return;
 - (B) can investors expect any particular return; or
 - (C) are returns from the scheme uncertain?
 - (v) If returns from the scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the returns what are the main factors that will affect occupancy rates?
 - (vi) Do investors have potential liability to pay moneys in relation to the scheme or their ownership of a strata unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these

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liabilities? For example, how will any repairs, refurbishment or replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?

- (vii) Is there a suggested minimum period of time that an investor's investment should remain in the scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
- (c) What are the fees, charges, expenses and taxes associated with the scheme?
- (i) What fees, charges, expenses or taxes, if any, may be payable by an investor if they join the scheme?
- (ii) What fees, charges, expenses or taxes, if any, may be payable by an investor if they withdraw from the scheme?
- (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the scheme or otherwise borne by investors?
- (iv) What general kinds of tax are likely to be payable on an investor's returns on investment in the scheme?
- (d) Who is the operator?
- (i) If the operator signs the disclosure statement, who is it and what are its credentials in operating hotels, motels, resorts or serviced apartment complexes (including details of its principal activities and relevant experience)?
- (ii) If the operator does not sign the disclosure statement, how, and on what basis, will the operator be selected to undertake the operation of the scheme?
- (iii) If the operator signs the disclosure statement and the operator is to engage a person to operate the complex on its behalf, what credentials will that person have to operate the hotel, motel, resort or serviced apartment complex?
- (iv) What are the custodial arrangements for holding the money of the scheme including money held for distribution to members and to meet expenses of the scheme?
- (e) When can investments be withdrawn and transferred?
- (i) When and how can an investor withdraw from the scheme?
- (ii) Can the interest in the scheme be transferred and, if so, in what circumstances? What legal requirements apply?

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- (f) What information can be obtained?
- (i) How can the entity signing the disclosure statement be contacted?
 - (ii) Is there any particular information available to a prospective or existing investor on request made to that entity? If so, how can that information be obtained?
 - (iii) When and how is the operator to report to an investor in the scheme on the operations of the scheme (including the scheme's performance)?
- 3 The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
- (a) an investment adviser who is either an Australian financial services licensee or an authorised representative of an Australian financial services licensee;
 - (b) a taxation adviser; and
 - (c) a lawyer,

before making a decision to become a member of the scheme and if the disclosure statement is given to a person that does not own and has not agreed to buy a strata unit to which the scheme relates, also before signing any contract to buy a strata unit on the basis that the person will become a member.

SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. *Transfer of management rights*
- (a) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
 - (b) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
 - (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.

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2. *Consent of body corporate to new care-taking arrangements*

- (a) If an operator receives a notice under paragraph 1(b) of this Schedule, the operator must advise all body corporate members of the name of the person to whom the transfer is to be made.
- (b) Unless the body corporate has consented to the transfer, an operator does not have to transfer the management rights to the person named in the notice described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions.
- (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.
- (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the operator.

3. *Price payable on transfer*

The price scheme members specify in a notice under paragraph 1(b) of this Schedule must be one of the following:

- (a) the average of two valuations of the management rights by independent qualified valuers nominated by the Australian Property Institute (or another relevant independent professional body approved by ASIC); or
- (b) the highest bona fide bid for the management rights (excluding a bid by the operator or its associates) at an auction of which at least 60 days' notice had been given; or
- (c) the highest bona fide amount tendered (excluding any tender by the operator or its associates) for the management rights following reasonable efforts to market the property for at least 60 days.

4. *Voting*

- (a) In determining if there is a majority of scheme members or body corporate members, the operator and its associates and any person nominated as a replacement operator and associates of that person must not be counted.

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- (b) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote.
- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

- (a) Any member may arrange a valuation or auction of, or may market, the management rights before or after the expiration of the 9 month period referred to in paragraph 1(a) of the Schedule for the purposes of determining a price to be specified in a notice under paragraph 1(b) of this Schedule.
- (b) If a member incurs any reasonable valuation, auction or marketing costs under paragraph 5(a) of this Schedule that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the management rights when the price is paid to the operator.

6. *Assistance*

The operator must give reasonable assistance to enable the transferee to operate the resort, hotel, motel or serviced apartment complex including making available information concerning any prospective bookings.

7. *Definitions*

In this Schedule:

“scheme members” means investors in the scheme excluding the operator and its associates;

“management rights” means all real or personal property (including contractual rights) held by the operator or any of its associates that facilitates the operation of the scheme; and

“transfer” in relation to management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

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Interpretation

In this instrument:

1. "financial services licensee" means:

- (a) a financial services licensee within the meaning of the Act; and
- (b) a person who, on 11 March 2002, was the holder of a dealers licence within the meaning of the old Corporations Act (as defined in subsection 1410(1) of the Act), until the earlier of:
 - (i) if ASIC revokes the person's dealers licence - the date of that revocation; or
 - (ii) 11 March 2004; and

2. "offer" is to be interpreted in accordance with subsection 1010C(2) of the Act.

Dated this seventh day of October 2003



Signed by Philippa Bell
as a delegate of the Australian Securities and Investments Commission

03 / 0865

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

Pursuant to paragraph 911A(2)(l) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts until 31 December 2003 the person specified in Schedule A from the requirement to hold an Australian financial services licence for the provision of financial service of the kind referred to in Schedule B on the conditions set out in Schedule C and for so long as those conditions are met.

Schedule A

Sempra Metals Limited, a company incorporated in England and Wales, United Kingdom. Company No. 972941 ("Sempra Metals")

Schedule B

The provision of the following financial services by Sempra Metals to wholesale clients in Australia:

- (a) dealing in London Metal Exchange Contracts; and
- (b) making a market for London Metal Exchange Contracts on the London Metal Exchange.

Schedule C

1. At all times, Sempra Metals:

- (a) is authorised by the FSA;
- (b) holds the relevant FSA permissions to provide the financial service;
- (c) submits to the non-exclusive jurisdiction of the Australian courts pursuant to the terms of a deed poll executed by Sempra Metals; and
- (d) provides the financial service in accordance with the UK regulatory requirements.

2. Sempra Metals:

- (a) notifies ASIC in writing, as soon as practicable, of the details of:
 - (i) each change to the authorisation and permission referred to in paragraphs 1(a) and (b) above as applying to Sempra Metals in the provision of the financial service;
 - (ii) each material change in the power or authority of the FSA to supervise, monitor or procure compliance by Sempra Metals with the UK regulatory requirements with respect to the provision of the financial service;
 - (iii) each material change in the obligations imposed on Sempra Metals by the FSA (including without limitation any discretionary order or declaration of exemption or modification of the UK regulatory requirements by the FSA);
 - (iv) each material change to the scope, power or authority of FSA to administer, enforce or compel compliance with the UK regulatory requirements with respect to the financial service; and
 - (v) each enforcement or disciplinary action taken by the FSA or overseas regulatory authority against Sempra Metals;
- (b) complies with any order of an Australian court in respect of the provision of the financial service notwithstanding the exemption contained in this instrument;

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- (c) provides written disclosure to wholesale clients (before the financial service is provided) containing a prominent statement to the following effect:
- (i) Sempra Metals is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial service; and
 - (ii) the financial service is regulated by the FSA under the UK regulatory requirements, and those requirements differ from Australian laws.
- (d) takes reasonable steps to ensure that any financial service is not provided (whether in whole or in part, and whether or not it is incorporated into another document) to persons who are retail clients.

Interpretation

In this instrument:

"financial service" means the kind of service specified in Schedule B of this instrument;

"overseas regulatory authority" means a regulatory authority in jurisdictions other than in Australia and the United Kingdom;

"FSA" means the Financial Services Authority of the United Kingdom;

"UK regulatory requirements" means the laws administered by, and under which FSA derives its legal power, including the power to make, administer and enforce all rules, regulations, directions, instruments and other documents which collectively constitute the legal and regulatory framework in which the FSA governs and regulates Sempra Metals;

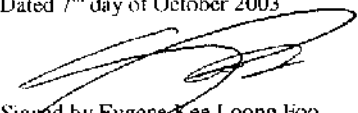
"London Metal Exchange" means the London Metal Exchange, a financial market in the United Kingdom operated by The London Metal Exchange Limited, company incorporated in England and Wales, United Kingdom, Company No. 02128666; and

"London Metal Exchange Contracts" means Futures, Traded Options and Traded Average Price Option contracts for:

- (a) Copper Grade A;
- (b) Primary High Grade Aluminium;
- (c) Standard Lead;
- (d) Special High Grade Zinc;
- (e) Primary Nickel;
- (f) Tin;
- (g) Aluminium Alloy;
- (h) North American Special Aluminium Alloy Contract;

traded on the London Metal Exchange and subject to its rules and regulations.

Dated 7th day of October 2003



Signed by Eugene Kee Loong Foo
as a delegate of the Australian Securities and Investments Commission

03 / 0866

**Australian Securities and Investments Commission
Corporations Act 2001 — Subclause 30(2) of Schedule 4 – Exemption**

Pursuant to subclause 30(2) of Schedule 4 of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC"), hereby exempts Queensland Teachers Credit Union Limited ACN 087 651 054 (the "Credit Union") from compliance with clauses 29(1)(f), 29(1)(h), 29(4), 31, 32 and 33 of Part 5 of Schedule 4 of the Act in the case mentioned in Schedule A, on the conditions mentioned in Schedule B and for so long as those conditions are met.

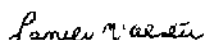
Schedule A

Where the Credit Union is proposing, at the Credit Union's annual general meeting proposed to be held on 29 October 2003, to modify its constitution in the same terms as draft constitutional amendments provided to ASIC on 7 August 2003 by the insertion of a new Division 2 Appendix 2 to permit, in certain circumstances, the distribution of reserves only to qualifying members ("the Modification").

Schedule B

1. The Credit Union must ensure that the notice for the meeting at which the proposed Modification is to be considered or a disclosure statement that accompanies the notice of meeting:
 - (a) gives all the information that members would reasonably require and expect to be given to make an informed decision about the proposed Modification; and
 - (b) adequately sets out and explains each of the matters in paragraphs 32(1)(a) to (l) inclusive of Schedule 4 to the Act that are relevant to the proposed Modification; and
 - (c) is readily comprehensible for members of the Credit Union.
2. If the Modification is adopted, the Credit Union must ensure that a notice of meeting and a full explanation is sent to every eligible voting member of any proposal that would have the effect of modifying or revoking Division 2 Appendix 2 of the Constitution notwithstanding that the Credit Union has given notice under sub-regulation 12.4.03(1) and an election is made or taken to have been made under sub-regulation 12.4.03(4).

Dated: 30 September 2003



Signed by Pamela McAlister
on behalf of the Australian Securities and Investments Commission



ASIC 03/0867
Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

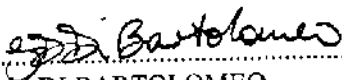
**IN THE MATTER OF AMBER JOY PHELPS
AND PART 7.3 OF THE CORPORATIONS ACT 2001**

To: **AMBER JOY PHELPS
20 SUNDEW CLOSE
MT ISLEY, CAIRNS QLD 4870**

**BANNING ORDER PURSUANT TO SECTION 830 OF THE CORPORATIONS ACT
2001**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS AMBER JOY PHELPS PERMANENTLY** from the date of service of this Banning Order from doing an act as a representative of a dealer or an investment adviser.

Dated this 2nd day of October 2003.

Signed: 
GAUDI BARTOLOMEO
Delegate of the
Australian Securities and Investments Commission.

03 / 0868

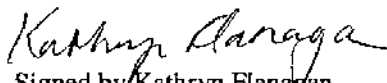
**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825A**

Order revoking licence

TO: Country State Funds Management Ltd, ACN 085 897 105 (“the Licensee”)
Level 15
74 Castlereagh St
SYDNEY NSW 2000

Under paragraph 825A of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 186693 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 7th day of October 2003



Signed by Kathryn Flanagan
as a delegate of the Australian Securities and Investments Commission

03 / 0869

**Australian Securities & Investments Commission
Corporations Act 2001 Section 1190****Order Revoking Licence**

TO: Richard Fuller ("the Licensee")
Secretary
Brooklyn Woolstore
Gate 4 Frederick Street
BROOKLYN VIC 3025

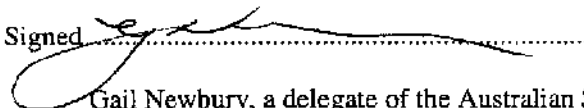
Whereas:

1. Licence Number 179008 ("the Licence") was issued to the Licensee on 14 March 2002 pursuant to section 1145 of the old Corporations Law.
2. The Licensee asked the Australian Securities & Investment Commission to revoke the Licence by letter dated 08 August 2003.

Pursuant to section 1190 of the Corporations Act 2001 the Australian Securities and Investments Commission hereby revokes the Licence with effect from the date upon which this order is served on the Licensee.

Dated this 08 day of October 2003.

Signed



Gail Newbury, a delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

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

AAA SHELF CO NO. 2 LIMITED

ACN 002 963 251 will change to a proprietary company limited by shares. The new name will be AAA SHELF CO NO. 2 PTY LIMITED
ACN 002 963 251.

IPOH LIMITED ACN 002 443 316 will change to a proprietary company limited by shares. The new name will be IPOH PTY LIMITED
ACN 002 443 316.

WEALTH CREATOR PUBLISHING PTY LTD ACN 101 530 107 will change to a public company limited by shares. The new name will be WEALTH CREATOR PUBLISHING LIMITED
ACN 101 530 107.

ABN AMRO AUSTRALIA HOARE GOVETT

(SECURITIES) LIMITED ACN 001 649 547 will change to a proprietary company limited by shares. The new name will be ABN AMRO AUSTRALIA HOARE GOVETT (SECURITIES) PTY LIMITED
ACN 001 649 547

NINE SQUARES DEVELOPMENTS LIMITED ACN 103 327 420 will change to a proprietary company limited by shares. The new name will be NINE SQUARES PTY LTD ACN 103 327 420.

CORPORATIONS ACT 2001
SECTION 601AH(1)

Notice is hereby given that the registration of
the companies mentioned below will be reinstated.

Dated this eighth day of October 2003

Jeremy McNeice
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
A. & C. COSSETTO INVESTMENTS PTY LIMITED	069 250 353
A.C.N. 067 552 318 PTY LTD	067 552 318
A.C.T. GRAPHIC ENGINEERING PTY. LIMITED	008 636 806
A & C CHEMICALS EMPLOYEE SHARE PLAN PTY LTD	083 162 181
A & C PACKERS EMPLOYEE SHARE PLAN PTY LTD	083 162 207
ABBOSTEL PTY LIMITED	082 953 455
A CLASS FORMWORK SERVICES PTY LTD	098 437 864
ACN 007 513 331 LIMITED	007 513 331
ADVANCE CONCRETING (VIC) PTY. LTD.	061 179 057
ADVANTAGE LAN TECHNOLOGY PTY. LIMITED	071 478 021
ADWILL SERVICES PTY. LTD.	061 497 050
AJB COMPUTER CONSULTING PTY. LTD.	089 779 528
ALIKILT PTY. LIMITED	065 754 994
ALIRAN PTY. LIMITED	067 246 673
ALPHA PLUS CLEANING SERVICES PTY. LTD.	098 403 920
ALTUN NOMINEES PTY. LTD.	082 431 409
A M J MEDICAL PTY. LTD.	068 003 494
AUSSIE VEND PTY. LTD.	073 007 548
AUSTWIDE COOLROOM INSULATION PTY. LTD.	066 158 978
B. & R. TIERNEY PTY. LTD.	007 821 016
B.R. WHYTE PROPRIETARY LIMITED	004 574 636
BALLARAT INTEGRATED CARE PTY LTD	083 213 736
BAYRUN HOLDINGS PTY LTD	092 535 852
BELLAMY NOMINEES PTY. LTD.	076 854 487
BLAYCO PTY LTD	092 754 259
BRICKYARD SERVICES PTY LTD	007 369 280
BROADCAST SUPPORT INTERNATIONAL PTY. LTD.	058 633 060
BUCKWITT PTY. LIMITED	077 187 583

Name of Company	ACN
BURRIGIDGEE PTY. LTD.	083 512 690
BUSH SAFARI CO. PTY. LTD.	007 978 369
CALMEN CORPORATION PTY. LIMITED	050 539 627
CAMPUS IT PTY. LIMITED	086 882 779
CARBURETTOR CENTRE PTY. LTD.	077 361 918
CENTRE SECURITY (NSW) PTY LTD	094 962 731
CFG NOMINEES PTY LTD	000 299 883
CHAPNET PTY LTD	087 029 178
CHARLESTON TRANSPORT PTY. LTD.	006 141 126
CHERRYBROOK ENTERPRISES PTY. LTD.	068 637 418
COAD 88 PTY LTD	089 281 461
CONTINUAL IMPROVEMENT ASSOCIATES PTY LTD	088 698 140
DACKLAWN PTY LTD	010 283 486
DARGO NOMINEES PTY LTD	079 924 057
DAVID SHARPE PTY LTD	002 157 593
DEEP MINING PTY LTD	056 572 386
DELTAWIZ PTY. LIMITED	057 402 534
DENOUEMENT PTY. LTD.	066 410 606
DISKRISE PTY. LIMITED	055 930 697
DYNAMIC CONTROL PTY LTD	074 171 805
ECO DESIGN GROUP PTY LTD	068 342 567
ELEVENTH VOLTRON PTY. LTD.	006 687 547
ELEY NOMINEES PTY. LTD.	066 563 540
ELLEGROVE PTY LTD	079 873 751
FILM FARM ADVERTISING PTY LTD	078 336 179
FORESTER PTY LTD	009 637 101
FORWARD PLANNER PTY. LIMITED	006 708 443
FYNDAZE PTY. LIMITED	080 636 273
GAIWOOL PTY LTD	002 549 000
GLOBAL FORCE DISTRIBUTIONS PTY LTD	098 151 654
GM & DJ PLUMBING PTY. LTD.	080 104 936
H & J NASR PTY LTD	081 087 845
HAMID & MOHAMAD PTY LTD	077 486 027
HATWICK PTY LTD	065 143 955
HC PTY. LTD.	000 034 239
HEIDELBERG DEVELOPMENT COMPANY PROPRIETARY LIMITED	004 142 643
HOPE ISLAND RESORT DEVELOPMENT CORPORATION LIMITED	086 782 818
HYDRANGEA PTY LTD	064 731 451
ICON SALES PTY LIMITED	081 426 673
ILLAWARRA FREELANCE ROOFING PTY LTD	089 831 872

Name of Company	ACN
INTERNATIONAL MINING & ENGINEERING PTY LTD	059 423 773
J & L FINLAY NOMINEES PTY LTD	080 333 259
JACBEL PTY LTD	065 247 270
JASTIN INVESTMENTS PTY LIMITED	094 791 661
JENNY WALKERS NURSERY PTY. LTD.	006 845 450
JIM ENNIS PTY. LIMITED	003 637 858
JOHNSON'S TILING & WATERPROOFING PTY LTD	070 020 165
KARLYBROOK PTY LTD	003 206 540
KELSEYVILLE PTY. LTD.	058 600 374
KERIM ABI PTY LTD	091 344 071
LETTERFACE AUSTRALIA PTY. LIMITED	068 767 493
LIFE SYSTEMS MEDICAL PTY. LTD.	089 610 588
LIGHTHOUSE PEAK PTY LTD	075 670 450
LIGHTS PHOTOGRAPHY PTY. LTD.	006 727 788
LION & LION PTY. LTD.	097 910 695
L L H IMPORT & EXPORT PTY LTD	076 261 268
M.R. & K.E. STUBBS PTY LTD	074 263 040
M & D GRAHAM NOMINEES PTY. LIMITED	088 344 932
MARKET LEADER DEVELOPMENTS PTY LTD	098 861 333
MATEISH CONSTRUCTION PTY LIMITED	094 624 941
MATT CONSTRUCTIONS PTY LIMITED	077 746 653
MIDDLE EAST MARKETING PTY LTD	085 255 750
MITCHELL VICTORY PTY LIMITED	084 489 467
MOB. DAT. SATELLITE PTY LIMITED	094 247 855
MOMENTUM DEVELOPMENTS PTY LTD	091 935 616
MULTITECH INVESTMENTS PTY. LTD.	006 296 671
NATIONAL INSTITUTE OF HEALTH SCIENCES PTY LTD	069 758 596
NATIONAL SURGICAL CORPORATION PTY LTD	078 989 018
NEMESIS PLUMBING SERVICES PTY LTD	095 750 968
NOOSA HEADS HOTEL PTY. LIMITED	010 610 769
OUT-WEST CARPETS PTY. LTD	058 237 326
OVER THE TOP TILING PTY LTD	095 655 379
PANORAMA CONSULTING (AUST.) PTY. LIMITED	077 275 711
PETER DAVIS AUTOMATION PTY LTD	089 222 980
PRECISION PIPELINES (AUSTRALIA) PTY LTD	002 343 713
QUALTEK PTY. LTD.	077 351 305
QUIRICO ENTERPRISES PTY LIMITED	074 652 501
RAINBOW HOMES PTY. LTD.	056 527 952
RAPONI ADVERTISING PTY. LIMITED	003 372 450
REG BLACK CONSTRUCTIONS PTY LTD	093 815 706

Name of Company	ACN
RG & KV HORWOOD PTY LTD	067 551 553
RIBERA LINEN PTY LIMITED	077 716 324
RIZE ELECTRONICS PTY. LTD.	007 350 138
ROADWAY EXPRESS HOLDINGS PTY LTD	080 802 320
ROWATER PTY. LTD.	002 835 127
S & R TRAVEL PTY. LTD.	067 782 629
SATURN ENTERPRISES PTY LTD	009 037 129
SDIKYM PTY. LTD.	073 108 013
SEAN HOLDINGS PTY LTD	006 025 172
SIMONSEN PLUMBING PTY. LTD.	076 340 639
SNM MANAGEMENT AUSTRALIA PTY. LTD.	082 968 036
SOKE EXECUTIVE MANAGEMENT PTY LTD	092 263 628
SPORTS VISION FM PTY. LTD.	091 580 157
SROTO PTY LIMITED	054 235 826
SUREFOOT UNDERPINNING PTY. LTD.	092 064 750
TAYCORP THREE PTY LTD	071 753 734
TAYCORP TWO PTY. LTD.	007 126 365
TECH JET PTY LTD	073 366 775
THE COUNTY GROUP PTY LTD	070 110 897
THE MARKET LEADER GROUP OF COMPANIES PTY LTD	096 283 608
THE MCLEAN FORUM LIMITED	070 256 281
TIELMOUNT PTY LTD	002 988 945
TIERNEY HOLDINGS PTY. LTD.	007 972 205
TIKARON PTY LTD	074 728 322
TONY RIDDLE & ASSOCIATES PTY. LTD.	056 637 597
TRAILRACE PTY. LIMITED	050 039 999
TRANSACTION TAXES & INCENTIVES PTY. LTD.	088 354 036
TROYSTAR PTY. LTD.	010 849 840
UNICORN SOLUTIONS PTY LTD	073 950 544
UNIFIRST PTY. LIMITED	086 730 154
UNITED SUNLIGHT INTERNATIONAL PTY LTD	090 553 165
VINWORKS PTY LTD	087 034 866
WAI SHING GROUP PTY. LTD.	053 791 085
WRIGHT STEEL HOLDINGS PTY LTD	092 309 334
YIRN CONSULTING PTY LTD	081 750 674
YT CORPORATION PTY LTD	076 641 631
ZOOMTONE PTY. LIMITED	003 994 643