



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

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Change to 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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05 / 1083

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 741(1)(b) and 1020F(1)(c) – Declarations

Under paragraphs 741(1)(b) and 1020F(1)(c) of the Corporations Act 2001 the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [05/1057] dated 4 October 2004 by:

1. deleting "Paragraph 911A(2)(l) – Exemption" in the heading of the instrument and substituting with "Paragraphs 741(1)(b) and 1020F(1)(c) - Declarations"; and
2. deleting the year "2004" and substituting with "2005".

Dated this day 18th day of October 2005



Signed by Kristin Emily Holmes
as a delegate of the Australian Securities and Investments Commission

0 5 / 1 0 8 4

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

Under paragraph 601QA(1)(a) of the Corporations Act 2001 the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [05/1056] dated 4 October 2005 by deleting "Paragraph 601QA(1)(b) – Declaration" in the heading of the instrument and substituting with "Paragraph 601QA(1)(a) - Exemption".

Dated this day 18th day of October 2005



Signed by Kristin Emily Holmes
as a delegate of the Australian Securities and Investments Commission



ASIC

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Australian Securities & Investments Commission

**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 declares that Chapter 5C of the Act applies to the person referred to in the Schedule until 31 December 2005 as if section 601GA of the Act was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5), (6) and (7), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), (6) and (7), if"; and
3. adding after subsection 601GA(4):
 - "(5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated:
 - (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
 - (6) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or the proceeds payable upon a withdrawal from the scheme to the extent that it depends on determining the value of an asset that is scheme property or the amount of a liability that may be satisfied from scheme property where the responsible entity:
 - (a) reasonably believes that the value or amount cannot be objectively ascertained at the relevant time; and
 - (b) discloses a general description of the valuation methods and policies it will apply in determining the value or amount:
 - (i) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision: or



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Australian Securities & Investments Commission

(ii) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.

- (7) The constitution does not have to make adequate provision for:
- (a) any application fee that must be paid to acquire an interest in the scheme; and
 - (b) any withdrawal fee that must be paid to make a withdrawal from the scheme;

provided that:

- (c) the constitution states the maximum amount of application fees that will be charged to acquire an interest in the scheme and the maximum amount of withdrawal fees that will be charged to make a withdrawal from the scheme;
 - (d) each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision states the actual amount of application fees that must be paid to acquire an interest in the scheme and the actual amount of withdrawal fees that must be paid to make a withdrawal from the scheme; and
 - (e) where a Product Disclosure Statement is not required to be given, each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision states the actual amount of application fees that must be paid to acquire an interest in the scheme and the actual amount of withdrawal fees that must be paid to make a withdrawal from the scheme.
- (8) In this section:
- application fee*** means the fee (if any) that must be paid to the responsible entity to acquire an interest in the scheme, which is determined by the responsible entity and does not exceed 5 % of the consideration to acquire an interest in the scheme;
- information memorandum*** means a document given to wholesale clients, as defined in section 761G of the Act, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme;



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transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets, merely because the interest has been acquired or the withdrawal request is met; and

withdrawal fee means the fee (if any) that must be paid to the responsible entity to make a withdrawal from the scheme, which is determined by the responsible entity and does not exceed 5 % of the proceeds payable upon a withdrawal from the scheme.”

Schedule

Questus Funds Management Limited ACN 111 325 556 in its capacity as responsible entity of Questus Land Development Fund ARSN 116 602 076.

Dated this 20th day of October 2005

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

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

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Under paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B in relation to the statements described in Schedule C as if subsection 638(5) of the Act as notionally varied by Class Order 01/1543 were further modified or varied by deleting 638(5)(d)(ii) and replacing it with the following:

“(d) the statement was made in a document:

- (i) lodged with ASIC;
- (ii) lodged with the operator of a prescribed financial market by a listed company, managed investment scheme or other body in compliance with the listing rules of the prescribed financial market; or
- (iii) lodged with the operator of the New Zealand Stock Exchange in compliance with the listing rules of that exchange.”

Schedule A

Patrick Corporation Limited ACN 008 660 124 ("Target")

Schedule B

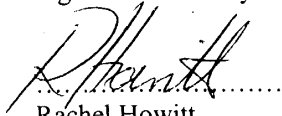
The target's statement to be lodged with ASIC on or about 18 October 2005 that relates to the off-market bid by Toll Holdings Limited ACN 006 592 089 for all the ordinary shares in the Target.

Schedule C

Statements made by or on behalf of Toll NZ Limited, a company incorporated in New Zealand, in compliance with the listing rules of the New Zealand Stock Exchange in the following documents:

1. Toll NZ Limited 2005 Interim Report, lodged with the New Zealand Stock Exchange on 5 April 2005; and
2. Toll NZ Limited 2005 Annual report, lodged with the New Zealand Stock Exchange on 27 September 2005.

Signed this 14th day of October 2005



Rachel Howitt

as a delegate of the Australian Securities and Investments Commission

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AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF ROBERT PIERRE MACVILLE


SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Robert Pierre Macville
35 George Street
Alexandra Headland QLD 4572

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

TAKE NOTICE that pursuant to paragraph 920A(1)(f) and section 920B of the Corporations Act 2001 the Australian Securities and Investments Commission hereby prohibits Robert Pierre Macville from providing any financial services permanently.

Dated this 13th day of October 2005.

Signed: 
Graeme Darcy Plath
Delegate of the Australian Securities and
Investments Commission

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

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**Australian Securities And Investments Commission
Corporations Act – Paragraph 655A(1)(a) - Exemption**

Under paragraph 655A(1)(a) of the *Corporations Act 2001* (“Act”), the Australian Securities and Investments Commission (“ASIC”) exempts the person referred to in Schedule A (“**Bidder**”) from compliance with paragraph 629(1)(b) of the Act in the case mentioned in Schedule B, insofar as that provision prohibits the Bidder from making a takeover offer subject to the defeating condition specified in Schedule C where the fulfilment of the condition depends on the happening of an event that is within the sole control of, or is a direct result of action by the Bidder or its associate, on condition that:

- (a) a meeting of shareholders of the Bidder to approve, pursuant to NASDAQ Marketplace Rule 4350(i), the issue of shares in the Bidder, or other securities convertible into shares in the Bidder as consideration under the takeover bid specified in Schedule B, will be held during the bid period;
- (b) the bidder's statement issued in relation to the takeover bid referred to in Schedule B will include an explanation of the effect of this relief.

Schedule A

Magellan Petroleum Corporation, a company incorporated in Delaware, United States of America.

Schedule B

A takeover bid by the Bidder for all the issued fully paid ordinary shares in Magellan Petroleum Australia Limited ACN 009 728 581 in respect of which a bidder's statement will be lodged with ASIC on or around 1 December 2005.

Schedule C

The offer and any contract that results from its acceptance are each conditional on shareholders of the Bidder approving the issue of new shares in the Bidder, or other securities convertible into shares in the Bidder, as consideration under the takeover bid specified in Schedule B, pursuant to NASDAQ Marketplace Rule 4350(i).

Dated this 20th day of October 2005



Signed by Rachel Howitt

a delegate of the Australian Securities and Investments Commission



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Australian Securities & Investments Commission

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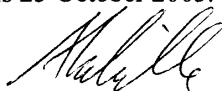
**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: DSW Super Services Pty Ltd, ACN: 103 194 234 ("the Licensee")
10 Tarana Street, Camp Hill QLD 4152

Pursuant to section 915B(3)(d) of the **Corporations Act 2001** ("the Act"), the Australian Securities and Investments Commission hereby cancels Licence Number 229263 held by the Licensee with effect from 25 October 2005 being the date on which this notice is given to the Licensee.

Dated this 25 October 2005.

Signed


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

05 / 1091

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 911A(2)(l), 741(1)(a) and 992B(1)(a) —
Exemptions**

1. Under paragraph 911A(2)(l) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts the persons referred to in Schedule A in the case set out in Schedule B on the conditions set out in Schedule C and for as long as the conditions are met 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 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.
2. Under paragraph 911A(2)(l) of the Act, ASIC exempts the persons referred to in Schedule A in the case set out in Schedule B on the conditions set out in Schedule C and for as long as the conditions are met from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) the provision of a custodial or depository service in connection with an eligible offer where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (b) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (a); and
 - (c) dealing in a financial product in connection with an eligible offer where any acquisition by purchase or disposal of the product (by a person referred to in Schedule A 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.
3. Under paragraphs 741(1)(a) and 992B(1)(a) of the Act, ASIC exempts the person referred to in Schedule A in the case set out in Schedule B on the conditions set out in Schedule C and for as long as the conditions are met from sections 736 and 992A in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with an eligible offer.

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4. The exemptions in paragraphs 1 and 2 commence on Gazettal of this instrument. The exemptions in paragraph 3 commence on execution of this instrument.

Schedule A

Leighton Holdings Limited ACN 004 482 982 (the "**Company**"), Computershare Plan Co Pty Ltd ACN 098 404 696 and any associate of either of those companies.

Schedule B

Where all of the following apply:

- (a) an eligible offer is made in accordance with an employee share scheme approved by the Company's shareholders;
- (b) each of the shares is offered for no consideration;
- (c) the employee share scheme does not involve the issue of shares;
- (d) the offer of shares is not made through a trust;
- (e) the eligible offer remains open until 1 December 2005.

Schedule C

The person offering the shares 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
- (d) comply with any undertaking required to be made in the offer document by reason of this instrument.

Interpretation

In this instrument:

"associated body corporate" of the Company means:

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- (a) a body corporate that is a related body corporate of the Company; or
- (b) a body corporate that has voting power in the Company of not less than 20%; or
- (c) a body corporate in which the Company has voting power of not less than 20%;

"eligible employee" means, in relation to the Company, 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 Company or of an associated body corporate;

"eligible offer" means an offer for the transfer of fully-paid shares in the Company in the same class as shares which have been quoted on the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the Company;

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

"general advice" has the meaning given by section 766B;

"offer" has the meaning contemplated by section 700(3);

"offer document" means a document setting out an offer under an employee share scheme that includes or is accompanied by a copy of the rules of the scheme under which the offer is made

Dated this 25th day of October 2005



Signed by Maree O'Brien
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) – Declaration

Under paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* applies to the person referred to in the Schedule until 31 December 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting “The” and substituting “Subject to subsections (5), (6), (7) and (8), the”;
2. in subsection (4), omitting “If” and substituting “Subject to subsections (5), (6), (7) and (8), if”;
3. adding after subsection 601GA(4):
 - “(5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated:
 - (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
 - (6) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or the proceeds payable upon a withdrawal from the scheme to the extent that it depends on determining the value of an asset that is scheme property or the amount of a liability that may be satisfied from scheme property where the responsible entity:
 - (a) reasonably believes that the value or amount cannot be objectively ascertained at the relevant time; and
 - (b) discloses a general description of the valuation methods and policies it will apply in determining the value or amount:
 - (i) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (ii) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
 - (7) The constitution does not have to make adequate provision for any application fee that must be paid to acquire an interest in the scheme provided that:

- (a) the constitution states the maximum amount of application fees that will be charged to acquire an interest in the scheme;
 - (b) each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision states the actual amount of application fees that must be paid to acquire an interest in the scheme; and
 - (c) where a Product Disclosure Statement is not required to be given, each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision states the actual amount of application fees that must be paid to acquire an interest in the scheme.
- (8) The constitution does not have to make adequate provision for any withdrawal fee that must be paid to withdraw an interest from the scheme provided that:
- (a) the constitution states the maximum amount of withdrawal fees that will be charged to withdraw an interest from the scheme;
 - (b) each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision states the actual amount of withdrawal fees that must be paid to withdraw an interest from the scheme; and
 - (c) where a Product Disclosure Statement is not required to be given, each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision states the withdrawal fees that will be charged to withdraw an interest from the scheme.
- (9) In this section:

application fee means the fee (if any) that must be paid to the responsible entity to acquire an interest in the scheme, which is determined by the responsible entity and does not exceed 5% of the consideration to acquire an interest in the scheme;

information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme;

transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets merely because the interest has been acquired or the withdrawal request is met; and

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withdrawal fee means the fee (if any) that must be paid to the responsible entity to withdraw an interest from the scheme, which is determined by the responsible entity and does not exceed 5% of the withdrawal proceeds”.

Schedule

Treasury Group Investment Services Limited ACN 099 932 920 in its capacity as responsible entity of TAAM New Asia Fund ARSN 116 556 113.

Dated this 19th day of October 2005



Signed by Maree O'Brien
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: GREGORY DAVID PYNT. ABN: 84 055 902 525 ("the Licensee")
7/8 – 12 Park Avenue, Mosman, NSW, 2088

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 229665 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 26th day of October 2005.

Signed

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

05 / 1094

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(b) 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*) exempts the persons referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B.
2. Under paragraphs 911A(2)(l) and 1020F(1)(a) of the Act, ASIC exempts the persons referred to in Schedule A in the case referred to in Schedule B from:
 - (a) section 1017F of the Act; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by those persons 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 paragraph 992B(1)(b) of the Act ASIC exempts an interest in the managed investment scheme referred to in Schedule B from section 992A of the Act:
 - (a) where the interest is being offered by a person referred to in Schedule A — in the case referred to in that Schedule; and
 - (b) where the interest is being offered for sale (other than by a person referred to in Schedule A) — in the case where paragraphs (e), (f) and (i) of Schedule B appear to be complied with.

SCHEDULE A – WHO IS EXEMPT

Resort Corp Life Pty Ltd ACN 112 927 796 (promoter); and

Casuarina Town Hall No. 1 Pty Ltd ACN 115 781 774 (operator).

SCHEDULE B – SCHEME EXEMPTED

Operating the managed investment scheme (*serviced strata scheme*) described in the letter of Hickey Lawyers dated 9 September 2005 to ASIC in relation to Resort Corp Life Pty Ltd ACN 112 927 796 and its development of the resort complex known as "The Beach Shacks, Casuarina" located at Lot 54 DP 1030322 Coast Road, South Kingscliff, New South Wales developed in accordance with the proposals in a development application made to the Tweed Shire Council dated 22 September 2005, which involves an owner (*investor*) of real property (*strata unit*), in the investor's discretion, making their strata unit available for use by the operator as part of the resort complex and in relation to which 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 all of the following apply:

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- (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 a financial services licensee;
- (e) the operator takes reasonable steps to ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution is held on trust by the operator 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;
- (f) if an FFE Fund has been established for an investor, the operator takes reasonable steps to ensure that:
 - (i) the money comprising the FFE Fund is held on trust for the investor in a trust account and subject to audit as to whether the money has been dealt with in accordance with the terms of the trust by a registered company auditor at least annually; and
 - (ii) the balance of the FFE Fund is promptly returned to the investor at the termination of the scheme or upon the investor's withdrawal from the scheme, whichever occurs first;
- (g) 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;
 - (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 in any 3 month period the total of such payments relates to a period of no more than 3 months and where:
 - (A) that total is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case

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may be), by the operator during the period to which the payments relate; and

(B) where an FFE Fund has been established for the investor — no payment or part thereof is used for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit in relation to the period to which the payment relates unless all money in the FFE Fund has first been expended; and

(iii) where an FFE Fund has been established for the investor — one or more payments into the Fund where:

(A) each payment is by way of a deduction from rental income of the scheme that would otherwise be paid to the investor in relation to a period and does not exceed 3% of the gross rent attributable to the investor for the period; and

(B) the balance of the Fund at all times does not exceed \$5,000 for each strata unit made available by the investor for use as part of the scheme;

(h) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme; and

(i) the resort complex is operated in accordance with a written agreement entered into or to be entered into between an operator and each investor which agreement includes the provisions set out in Schedule C.

SCHEDULE C — 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

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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.

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.

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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.
- (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 this 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;

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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.

Interpretation

In this instrument:

FFE Fund means a fund established for an investor consisting of money paid by the investor and any interest accrued on that money, to be used from time to time in accordance with the written agreement referred to in paragraph (i) of Schedule B for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit made available by the investor for use as part of the scheme; and

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

Commencement

This instrument commences on gazettal.

Dated this 26th day of October 2005



Signed by Chris Papas
as a delegate of the Australian Securities and Investments Commission



ASIC

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Australian Securities & Investments Commission

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

Under paragraph 601QA(1)(b) the Australian Securities and Investments Commission declares that Chapter 5C of the *Corporations Act 2001* ("Act") applies to Australian Unity Funds Management Limited (ACN 071 497 115) in its capacity as responsible entity for the Australian Unity Investments Strategic Fixed Interest Trust (ARSN 116 735 703) until 31 December 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5) and (6), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), and (6), if";
3. adding after subsection 601GA(4):
 - "(5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated:
 - (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
 - (6) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or a withdrawal from the scheme to the extent that it depends on determining the value of an asset that is scheme property or the amount of a liability that may be satisfied from scheme property where the responsible entity:
 - (a) reasonably believes that the value or amount cannot be objectively ascertained at the relevant time; and
 - (b) discloses a general description of the valuation methods and policies it will apply in determining the value or amount:
 - (i) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or

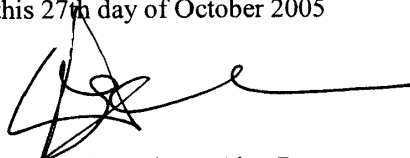
- (ii) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.

- (7) In this section:

information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme; and

transaction costs means, in relation to the acquisition of an interest in the scheme, the amount that is included in the price at which the interest is acquired that is reasonably attributable to the expenses associated with the acquisition of scheme assets merely because the interest has been acquired."

Dated this 27th day of October 2005



Signed by Leigh Anthony Alan Royce
as a delegate of the Australian Securities and Investments Commission

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

05 / 1096

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 5C of the Act applies to the person referred to in Schedule A as if section 601GAA as notionally inserted into Chapter 5C of the Act by ASIC Class Order [CO 05/26] was further modified or varied as follows in the case specified in Schedule B as set out in Schedule C.

Schedule A

Macquarie Office Management Limited ACN 006 765 206 (the "Responsible Entity") as responsible entity of Macquarie Office Trust ARSN 093 016 838 (the "Trust").

Schedule B

The offer of interests in the Trust by the Responsible Entity to institutional investors on or about 26 October 2005 ("Placement") in accordance with subsection 601GAA(2) as notionally inserted into the Act by ASIC Class Order [05/26] and as modified by this instrument where:

- (a) Macquarie Equity Capital Markets Ltd ACN 001 374 572 ("MECML") only acquires interests in the Trust in circumstances where it holds the interests as underwriter and, at the time MECML becomes the registered holder of those interests, MECML enters into a deed poll in a form approved by ASIC to the effect that MECML will not exercise any voting rights with respect to any interests it acquires pursuant to the underwriting agreement with the Responsible Entity without ASIC's prior consent; and
- (b) the Responsible Entity determines that the issue price is in the best interests of members of the Trust as a whole, without reference to the interests of any of its associates; and
- (c) all offers of interests in the Trust are made under the same terms and conditions; and
- (d) all parties who are offered interests in the Trust receive the same information; and
- (e) the proportion of interests applied for by an associate of the Responsible Entity (other than MECML) that is issued to that party is no greater than the proportion of interests applied for that is issued to any person who is not an associate of the Responsible Entity acquiring interests in the Trust; and
- (f) after the Placement, the proportion of total interests in the Trust held by an associate of the Responsible Entity that was a member of the Trust immediately before the offer was made does not exceed the proportion of total interests in the Trust held by that associate immediately before the offer is made.

Schedule C

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1. Add at the end of paragraph 601GAA(2)(b), as notionally inserted in to the Act by ASIC Class Order [CO 05/26]:

"(unless the responsible entity or a person associated with the responsible entity will acquire and hold the interests in a fiduciary capacity or as a bona fide underwriter)"; and

2. Insert after subsection 601GAA(12), as notionally inserted into the Act by ASIC Class Order [CO 05/26]:

"(12A) For the purposes of subsection (2), a person is taken to hold interests in a fiduciary capacity if the person holds those interests as:

- (a) a nominee for third parties; or
- (b) a trustee of a trust; or
- (c) a responsible entity of another registered managed investment scheme; or
- (d) a life insurer or its agent in respect of the life insurer's statutory funds maintained under the *Life Insurance Act 1995*.

(12B) For the purposes of subsection (2), an associate of the responsible entity is a bona fide underwriter if:

- (a) the associate enters into an underwriting agreement with the responsible entity, the terms of which would be reasonable in the circumstances if the responsible entity and the associate were dealing at arms length; and
- (b) the responsible entity takes reasonable steps to ensure that the persons to whom offers are made are aware that the offer will be underwritten by an associate of the responsible entity; and
- (c) the associate disposes of any interests it acquires under the underwriting agreement as soon as reasonably practicable and, in any case, within 6 months of the date on which it acquires the interests; and
- (d) where the associate disposes of interests otherwise than in the ordinary course of trading on the financial market operated by Australian Stock Exchange Ltd – the persons who acquire the interests from the associate are not the responsible entity or an associate of the responsible entity."

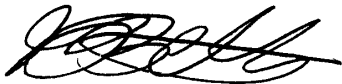
Interpretation

In this instrument:

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institutional investor means a person who is a wholesale client as defined by section 761G of the Act.

Dated this 25th day of October 2005



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



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Australian Market Licence (Reuters Transaction Services Limited) Variation 2005 (No. 1)

I, CHRIS PEARCE, Parliamentary Secretary to the Treasurer, make this Variation under section 796A of the *Corporations Act 2001*.

Dated 25TH OCTOBER 2005

Parliamentary Secretary to the Treasurer

1 Name of instrument

This instrument is the *Australian Market Licence (Reuters Transaction Services Limited) Variation 2005 (No. 1)*.

2 Commencement

This Variation commences on the date of its notification in the *Gazette*.

3 Amendment of *Australian Market Licence (Reuters Transaction Services Limited) 2004*

Schedule 1 amends the *Australian Market Licence (Reuters Transaction Services Limited) 2004*.

Schedule 1 Amendments

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Schedule 1 Amendments

(section 3)

[1] Subparagraph 5 (b) (ii)

omit

derivatives.

insert

derivatives; and

[2] After paragraph 5 (b)

insert

- (c) bonds issued, or proposed to be issued, by the Commonwealth, a State or Territory, a local government authority, a foreign national, regional or local government, an Australian or overseas public authority or instrumentality, a body corporate or an unincorporated body.

[3] Paragraph 7 (1) (c)

omit

bank.

insert

bank;

[4] After paragraph 7 (1) (c)

insert

- (d) a professional investor.



ASIC 05 / 1101

Australian Securities & Investments Commission

Australian Securities & Investments Commission
Corporations Act 2001 Section 915B

Notice of Cancellation of an Australian Financial Services Licence

TO: Business Perspective Investing Pty Ltd, ABN 82 098 857 928 ("the Licensee") 117 Queen Street, Norwood SA 5067

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 238422 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 27th October 2005.

Signed

Allan Melville, 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.

CORNERSTONE PROPERTIES LIMITED

ACN 084 212 831 will change to a proprietary company limited by shares. The new name will be CORNERSTONE PROPERTIES PTY LTD
ACN 084 212 831.

FIBRETECH DEVELOPMENTS LTD.

ACN 066 804 840 will change to a proprietary company limited by shares. The new name will be FIBRETECH DEVELOPMENTS PTY LTD
ACN 066 804 840.

PETBARN LIMITED ACN 001 802 759 will change to a proprietary company limited by shares.

The new name will be PETBARN PTY LIMITED
ACN 001 802 759.

DEAN-WILSON AVIATION PTY LTD

ACN 103 360 274 will change to a public company limited by shares. The new name will be DEAN-WILSON AVIATION LIMITED
ACN 103 360 274.

NEXT GENERATION VOICE PTY LTD

ACN 104 940 641 will change to a public company limited by shares. The new name will be NEXT GENERATION VOICE LTD
ACN 104 940 641.

SANTOS (NARNL COOPER) NL

ACN 004 761 255 will change to a proprietary company limited by shares. The new name will be SANTOS (NARNL COOPER) PTY LTD
ACN 004 761 255.