



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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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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**ASIC**

Australian Securities & Investments Commission

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the person referred to in the Schedule as if section 601GC was modified or varied as follows:

- (a) in subsection (1) omit "The", substitute "Subject to subsection (1AA), the"; and
- (b) insert after subsection (1):

"(1AA) the responsible entity may modify the constitution of a registered scheme by removing a termination clause where the responsible entity reasonably considers that:

- (a) the clause was included in the constitution to avoid the application of the rules of law relating to perpetuities in relation to the scheme; and
- (b) the removal of the clause does not either:
 - (i) materially change the nature of the scheme; or
 - (ii) have a materially adverse effect on the interests of members.

Note: By paragraph 601FC(1)(c), the responsible entity must also act in the best interests of the members in exercising this power to remove the termination clause.

(1AB) A responsible entity that makes modifications of the scheme constitution of the kind covered by subsection (1AA) must give each member of the scheme a notice in writing that sets out the reason for, and the effect of, the modifications. The notice must be:

- (a) given no later than the date of the giving of the first communication by the responsible entity to all members of the scheme after the date when the modifications are made; and
- (b) worded in a clear, concise and effective manner.


(1AC) In subsection (1AA), *termination clause* means a clause in a scheme's constitution which has the effect of terminating the scheme at a specified time (for the avoidance of doubt including a time specified by reference to the life of a person)."

05 / 1232

Schedule

Prime Value Asset Management Limited ACN 080 376 110 as responsible entity of
the Prime Value Growth Fund ARSN 102 420 388

Dated this 2nd day of December 2005

A handwritten signature in black ink, appearing to be 'L. Royce', written over a horizontal line.

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



05 / 1233

ASIC

Australian Securities & Investments Commission

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the person referred to in the Schedule as if section 601GC was modified or varied as follows:

- (a) in subsection (1) omit "The", substitute "Subject to subsection (1AA), the"; and
- (b) insert after subsection (1):

"(1AA) the responsible entity may modify the constitution of a registered scheme by removing a termination clause where the responsible entity reasonably considers that:

- (a) the clause was included in the constitution to avoid the application of the rules of law relating to perpetuities in relation to the scheme; and
- (b) the removal of the clause does not either:
 - (i) materially change the nature of the scheme; or
 - (ii) have a materially adverse effect on the interests of members.

Note: By paragraph 601FC(1)(c), the responsible entity must also act in the best interests of the members in exercising this power to remove the termination clause.

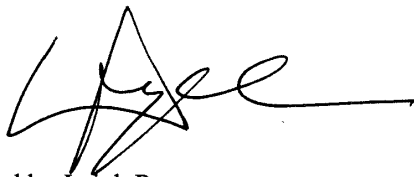
- (1AB) A responsible entity that makes modifications of the scheme constitution of the kind covered by subsection (1AA) must give each member of the scheme a notice in writing that sets out the reason for, and the effect of, the modifications. The notice must be:
 - (a) given no later than the date of the giving of the first communication by the responsible entity to all members of the scheme after the date when the modifications are made; and
 - (b) worded in a clear, concise and effective manner.
- (1AC) In subsection (1AA), *termination clause* means a clause in a scheme's constitution which has the effect of terminating the scheme at a specified time (for the avoidance of doubt including a time specified by reference to the life of a person)."

05 / 1233

Schedule

Prime Value Asset Management Limited ACN 080 376 110 as responsible entity of
the Prime Value Imputation Fund ARSN 102 420 539

Dated this 2nd day of December 2005

A handwritten signature in black ink, appearing to read 'L. Royce', with a long horizontal line extending to the right.

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



05 / 1234

ASIC

Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 601QA(1)(b)
Corporations Law — Subsections 1084(6) and 1454(2)— Variation**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act") and subsections 1084(6) and 1454(2) of the Corporations Law (the "Law") (as continued in force by section 1408 of the Act), the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC Instrument [99/2353] dated 7 December 1999 by deleting "9 December 2005" in Schedule A paragraph (a) and substituting "9 June 2006".

Dated this 7th day of December 2005

A handwritten signature in black ink, appearing to read 'Michelle Reid'.

Signed by Michelle Reid
as a delegate of the Australian Securities and Investments Commission

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

Under paragraph 911A(2)(l) of the *Corporations Act 2001* (“the Act”) the Australian Securities and Investments Commission (“ASIC”) exempts Man Financial Limited ARBN 116 205 442 (“MFL”) from the requirement to hold an Australian financial services licence in the case referred to in Schedule A.

Schedule A

Where:

1. MFL provides a financial service (the “financial service”) in this jurisdiction that consists only of dealing in a financial product in the course of carrying out clearing and settlement activities on the clearing and settlement facility operated by SFE Clearing in relation to transactions in derivatives entered into on the financial market operated by SFE by:
 - (a) MFAL on behalf of another person;
 - (b) a Participant of SFE, other than MFAL, for which MFL has agreed to clear and settle on instructions from a person as a wholesale client; or
 - (c) a Participant of SFE, other than MFAL, for which MFL has agreed to clear and settle on instructions from a person as a retail client where the person has previously been provided with a financial service by MFAL or the person is not a resident in this jurisdiction; and
2. MFL:
 - (a) has a current Part IV Permission;
 - (b) is registered under Division 2 of Part 5B.2 of the Act;
 - (c) is a Clearing Participant of SFE Clearing;
 - (d) has not been notified by ASIC that MFL is excluded from relying on this instrument; and
 - (e) is a member of an external dispute resolution scheme; and
3. MFAL:
 - (a) is a wholly-owned subsidiary of MFL;
 - (b) holds an Australian financial services licence authorising it to deal in derivatives on behalf of another person both as a retail and as a wholesale client; and
 - (c) is a Participant of SFE and a Clearing Participant of SFE Clearing; and
4. MFL has provided ASIC with:
 - (a) a copy of the Part IV Permission that the FSA has issued to it;

(b) a notice that it will provide the financial service in this jurisdiction in reliance on this instrument;

(c) a deed of MFL for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that MFL may have ceased to rely, or never have relied, on this instrument, which deed provides that:

(i) the deed is irrevocable except with the prior written consent of ASIC;

(ii) MFL submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;

(iii) MFL covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial service;

(iv) MFL covenants that, on written request of either the FSA or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the FSA to disclose to ASIC and ASIC to disclose to the FSA any information or document that the FSA or ASIC has that relates to MFL; and

(v) MFL covenants to comply with any notice that ASIC gives it which ASIC would be authorised by section 912C of the Act to give to it if it were the holder of an Australian financial services licence; and

(d) written consents to the disclosure by FSA to ASIC and ASIC to the FSA of any information or document that the FSA or ASIC has that relates to MFL. The consents must be in such form (if any) as ASIC specifies in writing; and

5. If MFL becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule B:

(a) 15 business days have not passed since MFL became so aware or should reasonably have become so aware without MFL providing full particulars of the failure to ASIC (to the extent that MFL knows those particulars or would have known them if it had undertaken reasonable enquiries); and

(b) 30 business days have not passed from ASIC receiving those particulars from MFL without ASIC notifying MFL that it may continue to rely on this instrument.

Schedule B

1. MFL must provide the financial service in this jurisdiction in a manner which would comply, so far as is possible, with the UK regulatory requirements if the financial service were provided in the United Kingdom in like circumstances.

2. MFL must:

- (a) notify ASIC, as soon as practicable and in such form if any as ASIC may from time to time specify in writing, of the details of:
- (i) each significant change to, including the termination of, the Part IV Permission applying to MFL relevant to the financial service MFL provides or intends to provide in this jurisdiction; and
 - (iii) each significant particular exemption or other relief which MFL may obtain from the UK regulatory requirements relevant to the financial service MFL provides or intends to provide in this jurisdiction; and
- (b) notify ASIC by 31 March and 30 September of each year in such form if any as ASIC may from time to time specify in writing:
- (i) either:
 - (A) of the details of each significant change (a “notifiable regulatory change”) to the UK regulatory requirements (including in the power or authority of the FSA to supervise, monitor or procure compliance by MFL with the UK regulatory requirements with respect to the provision of the financial service) in the 6 months (the *notification period*) ending on the 15th day of the month by the end of which the notification is required that is relevant to the financial service MFL provides or intends to provide in this jurisdiction and is not a change that ASIC has stated in writing is not required to be notified for the purpose of this instrument; or
 - (B) where there have been no notifiable regulatory changes—that there have been no notifiable regulatory changes; and
 - (ii) either:
 - (A) of the details of each enforcement or disciplinary action (a *notifiable regulatory action*) taken by the FSA or any other overseas regulatory authority against MFL during the notification period; or
 - (B) where there have been no notifiable regulatory actions — that there have been no notifiable regulatory actions; and
- (c) provide written disclosure to all persons to whom the financial service is provided in this jurisdiction as a wholesale client (before the financial service is provided) containing prominent statements to the following effect:
- (i) MFL is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial service; and
 - (ii) MFL is regulated by the FSA under UK laws, which differ from Australian laws; and
- (d) take all reasonable steps to ensure that any Financial Services Guide that MFAL and its authorised representatives is required to give to a person as a retail client in relation to a transaction in derivatives entered into by MFAL on behalf of the person contains:

- (i) prominent statements to the following effect:
- (A) MFL is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial service; and
 - (B) MFL is regulated by the FSA under UK laws, which differ from Australian laws; and
- (ii) an explanation of MFL's role and functions in relation to its clearing and settlement activities on SFE Clearing; and
- (iii) information that MFL would be required by paragraphs 942B(2)(e) and (f) to be included in a Financial Services Guide that would be required to be given if MFL were the holder of an Australian financial services licence and providing the financial service to a person as a retail client under that licence.

Interpretation

In this instrument:

authorised representative has the meaning given by section 761A of the Act.

Clearing Participant has the meaning given by rule 1.1 of the operating rules of SFE Clearing.

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

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

Financial Services Guide has the meaning given by section 761A of the Act.

financial services law has the meaning given by section 761A of the Act.

FSA means the Financial Services Authority of the United Kingdom.

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

MFAL means Man Financial Australia Limited ACN 001 662 077.

notice and *notified* mean, respectively, written notice and notified in writing.

operating rules means:

- (a) in relation to the financial market operated by SFE – means any rules (however described) that are made by SFE, or contained in SFE's constitution, and that deal with the activities or conduct of the market or the activities or conduct of persons in relation to the market; and
- (b) in relation to the clearing and settlement facility operated by SFE Clearing - means any rules (however described) that are made by SFE Clearing, or contained in SFE Clearing's constitution, and that deal with the activities or conduct of the facility or the activities or conduct of persons in relation to the facility.

overseas regulatory authority means a foreign regulatory authority (other than the FSA) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body.

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

Participant has the meaning given by rule 7.1 of the operating rules of the SFE.

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

SFE means Sydney Futures Exchange Limited ACN 000 943 377.

SFE Clearing means SFE Clearing Corporation Pty Limited ACN 050 615 864.

UK regulatory requirements means the rules that apply in relation to the financial services including any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by the FSA.

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

Commencement

This instrument takes effect on gazettal.

Dated this 5th day of December 2005



Signed by Grant Moodie

as a delegate of the Australian Securities and Investments Commission



05 / 1238

ASIC

Australian Securities & Investments Commission

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

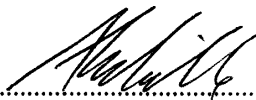
Notice of Cancellation of an Australian Financial Services Licence

TO: Balance Financial Planning Pty Ltd. ACN: 010 888 007 ("the Licensee")
Level 5, Astor Centre, 445 Upper Edward Street, Spring Hill, Qld, 4004

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 238960 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 1st day of December 2005.

Signed


.....

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

05 / 1239

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 669(1) - Declaration**

Pursuant to paragraph 669(1)(b) of the Corporations Act 2001 (Act), the Australian Securities and Investments Commission (ASIC) hereby revokes ASIC Instrument 05/1073 dated 13 October 2005 and declares that Chapter 6A of the Act applies to the person specified in Schedule A in the case specified in Schedule B as if:

1. subsection 663A(1) were modified or varied by:
 - a) omitting the second sentence of that subsection and replacing it with the following:

"Subject to section 663D, this section does not apply to securities if a notice has been given under section 664C in relation to the convertible securities."
 - b) replacing the phrase "1 month" with the phrase "8 weeks" in paragraph 663B(2)(a); and
2. a new section 663D is inserted after section 663C as follows:

"If a bidder issues a notice under paragraph 664E(4)(a) then:

 - (a) the bidder must comply with the requirements of this Division 3, apart from subsection 663B(2); and
 - (b) the bidder must dispatch the notices and reports under paragraph 663B(1)(c):
 - (i) within 1 month after issuing the notice under paragraph 664E(4)(a); and
 - (ii) on the day the bidder lodges the notice with ASIC or on the next business day.

The notices cannot be withdrawn."

Schedule A

Coffey International Limited ACN 003 835 112 (Coffey)

Schedule B

Compulsory buy-out offers by Coffey for all of the options over unissued ordinary shares in Farsands Solutions Limited ACN 105 749 031, under Division 3, Part 6A.1 of the Act.

05 / 1239

Dated 2 December 2005

A handwritten signature in black ink, appearing to read 'Katharine Motteram', written in a cursive style.

Signed by Katharine Motteram
as a delegate of the Australian Securities and Investments Commission

05 / 1240

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 669(1) – Declarations**

Pursuant to paragraph 669(1)(b) of the Corporations Act 2001 (Act), the Australian Securities and Investments Commission (ASIC) declares that Chapter 6A of the Act applies to the person specified in Schedule A in the case specified in Schedule B as if:

1. subsection 663A(1) were modified or varied by omitting the second sentence of that subsection and replacing it with the following:

"Subject to section 663D, this section does not apply to securities if a notice has been given under section 664C in relation to the convertible securities."

2. paragraph 663B(2)(a) were modified or varied by replacing the phrase "1 month" with the phrase "6 weeks".
3. a new section 663D were inserted after section 663C as follows:

"If a bidder issues a notice under paragraph 664E(4)(a) then:

- (a) the bidder must comply with the requirements of this Division 3, apart from subsection 663B(2); and
- (b) the bidder must dispatch the notices and reports under paragraph 663B(1)(c):
 - (i) within 1 month after issuing the notice under paragraph 664E(4)(a); and
 - (ii) on the day the bidder lodges the notice with ASIC or on the next business day.

The notices cannot be withdrawn."

4. subsection 664B(2) were modified or varied by:
 - (a) deleting the words "either or both" and replacing them with the words "any one or more";
 - (b) deleting "." at the end of paragraph (b) and replacing it with ";or"; and
 - (c) inserting the following new paragraph after paragraph (b):

"(c) the fact that the securities are options which have different exercise prices or different exercise dates."
5. subsection 664C(1) were modified by inserting the words "(omitting the name and address of the holder of securities in the class)" after the words "in the prescribed form";

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6. subparagraph 664C(2)(b)(i) were modified by omitting the words "the notice" and inserting the words "a copy of the notice which includes the holder's name and address";
7. paragraph 664C(2)(c) were modified by omitting the words "those documents" and inserting the words "the documents referred to in paragraph (2)(a) and subparagraphs (2)(b)(ii) and (2)(b)(iii)"; and
8. paragraph 664C(2)(d) were modified by omitting the words "those documents" and inserting the words "the documents referred to in paragraph (2)(a) and subparagraphs (2)(b)(ii) and (2)(b)(iii)".

And pursuant to paragraph 665A(1)(b) of the Act ASIC declares that Chapter 6A of the Act applies to the person specified in Schedule A in the case specified in Schedule C as if subsection 605(2) of the Act were modified or varied by:

1. deleting the word "or" at the end of paragraph (a);
2. deleting "." at the end of paragraph (b) and replacing it with ";or"; and
3. inserting the following new paragraph after paragraph (b):
"(c) they are options which have different exercise prices or different exercise dates."

Schedule A

Optus Networks Pty Limited ACN 008 570 330 ("Optus")

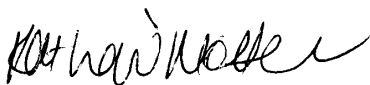
Schedule B

Compulsory buy-out offers by Optus for all of the options over unissued ordinary shares in Alphawest Limited ACN 009 222 931 (**Alphawest**) under Division 3, Part 6A.1 of the Act.

Schedule C

The compulsory acquisition by Optus of all of the options over unissued ordinary shares in Alphawest in respect of which a notice under section 664C of the Act is lodged with ASIC on or about 16 December 2005 and where the consideration offered by Optus for different options is equitable in view of the values of the different options.

Dated 2 December 2005



Signed by Katharine Motteram
as a delegate of the Australian Securities and Investments Commission

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

Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") exempts Austcorp Funds Management Limited ACN 113 412 703 (the "Responsible Entity") as responsible entity for Austcorp TOWERS Trust ARSN 117 184 595 ("Austcorp TOWERS") from section 1016B of the Act in relation to the Product Disclosure Statement (the "replacement PDS") referred to in the Schedule where:

- (a) the replacement PDS is substantially the same as an earlier Product Disclosure Statement (the "defective PDS") except for changes that are necessary to ensure that the replacement PDS is not defective; and
- (b) the replacement PDS or a separate document given with the replacement PDS identifies the Product Disclosure Statement as a replacement and the respects in which the replacement PDS is materially different from the defective PDS.

SCHEDULE

The Product Disclosure Statement relating to the offer of interests in Austcorp TOWERS lodged by the Responsible Entity with ASIC on 6 December 2005, which replaces the defective PDS lodged by the Responsible Entity with ASIC on 29 November 2005.

Dated the 6th day of December 2005



Signed by Tien Quach
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*) 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 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 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.

Schedule A

1. Seasilver Hotels Pty Limited ACN 116 758 279 (*promoter*)
2. Colryan Pty Ltd ACN 111 966 726 and/or Southern Pacific Hotel Corporation Pty Limited ACN 008 413 367 and any related bodies corporate (*operator*)

Schedule B

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 Corner View Avenue and Surfers Paradise Boulevard, Surfers Paradise Queensland developed in accordance with an approval of a local government organisation that was given to ASIC on 8 November 2005 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:

- (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 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;
 - (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 may be), by the operator during the period to which the payments relate; and
 - (B) where a 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 Fund has first been expended; and
 - (iii) where a 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;
- (f) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme;
- (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 D;

- (h) the promoter or operator is not aware of any circumstances in which the Act required a Product Disclosure Statement to be given to a person in relation to the scheme and:
- (i) no Product Disclosure Statement was given to the person; or
 - (ii) a Product Disclosure Statement was given to the person, but the Product Disclosure Statement did not comply with the Act.

Schedule C

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 not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;
3. The operator must comply with the provisions specified in Schedule D which are included in the agreement referred to in paragraph (g) of Schedule B.

Schedule D

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.
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.
- (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.

Interpretation

In this instrument:

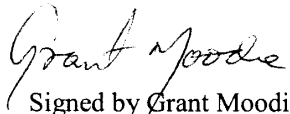
FFE Fund means a fund established for an investor consisting of money paid by the investor and any interest accrued on that money, to be used from time to time in accordance with the written agreement referred to in paragraph (g) of Schedule B for the replacement, repair or refurbishment of furniture, 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 takes effect on Gazettal.

Dated this 6th day of December 2005



Signed by Grant Moodie
as a delegate of the Australian Securities and Investments Commission

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 December 2005

Rosanne Bell :
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
A.A.K CONSTRUCTION GROUP PTY. LTD.	081 972 072
A.C.N. 064 846 671 PTY LTD	064 846 671
A.D.F. CONSULTING PTY LIMITED	079 579 758
A.I.C.C. PTY. LTD.	005 781 966
A & H DEVELOPMENT & CONSTRUCTION PTY. LTD.	084 869 509
A & S EXPRESS PTY LTD	109 283 552
ABDUL SATTAR EDHI INTERNATIONAL FOUNDATION	072 273 226
AEROSKY PTY. LIMITED	056 418 181
ALUMINIUM FACADE SPECIALISTS PTY LTD	075 796 191
A POON & ASSOCIATES PTY LTD	006 266 824
ASTROLABE NOMINEES PROPRIETARY LIMITED	004 935 755
AUSTRALIAN PROMINENT INTERNATIONAL PTY LTD	098 456 583
AVINEX PTY LTD	002 669 221
BAILJOY PTY. LIMITED	007 409 387
BENTLEIGH FRUIT MARKET PTY. LTD.	005 180 307
BLUEY'S (THE THORNTON FAMILY TAVERN AND RECREATION CENTRE LOT 824) PTY LTD	099 521 801
BLUEY'S (THE THORNTON FAMILY TAVERN AND RECREATION CENTRE) PTY. LIMITED	096 230 572
BRIAN A MULLINS PTY LTD	102 871 410
CABLES PLUS PTY. LTD.	060 735 640
CALLAWAY DESIGN & DRAFTING SERVICES PTY LTD	008 958 398
CAMIRBAG PTY LTD	006 434 019
CAPEDOWN PTY LTD	104 701 199
CELIK SISTERS PTY LTD	099 568 108
CHATING HOLDINGS PTY LTD	002 896 719

Name of Company	ACN
CLAYMONT TRIAL PTY. LTD.	078 145 267
COLTON, PALMER & PRESTON LIMITED	007 870 019
COMMERCIAL CATERING SERVICES PTY LTD	078 111 592
D & C WICKHAM PTY. LTD.	093 604 598
DAVID NORINE AND ARTHUR FOUNDATION PTY. LTD.	104 212 366
DELFIELD INVESTMENTS PTY LTD	078 515 376
DENHAM HOLDINGS (WA) PTY LTD	073 297 515
DHARMA CREATIVE SOLUTIONS PTY LIMITED	090 924 664
DMR JOINERY (AUST) PTY. LIMITED	103 968 510
DORIC ENTERPRISES PTY LTD	081 560 492
DORIDOS PTY LIMITED	080 572 523
EASTWIND NOMINEES PTY LTD	099 879 884
FRANK'S BUILDING SERVICES PTY LIMITED	073 723 243
FRESNAI PTY. LTD.	079 715 512
FULL CIRCLE INDUSTRY RECYCLING CO. PTY. LTD.	098 674 401
GESTALT KOSH PTY LIMITED	078 353 143
G H MULTITRADES PTY LIMITED	080 711 593
GLOBAL COMMUNICATIONS TECHNOLOGIES PTY LTD	050 166 526
HABATRON PTY. LTD.	005 641 403
IMAGINALITY PTY LIMITED	097 450 523
INSTRUMENT MAINTENANCE SERVICES PTY LTD	082 207 930
INTER*STRAT PTY. LTD.	003 678 288
INTERNATIONAL RESOURCES CONSULTANTS PTY LTD	000 644 922
J.R. & M. CORP PTY LTD	080 661 310
JAZIR PTY LTD	059 772 593
KIWIS ABROAD PTY LIMITED	076 228 629
K S EASTER (NEWCASTLE) PTY LTD	003 155 799
LAGANA DEVELOPMENTS PTY LTD	053 297 699
LANDMARQUES PTY LTD	057 018 881
LOCATION WORKS (AUST) PTY LTD	091 405 524
LOCKLEY LANE PTY. LTD.	006 925 891
LPMH PTY LIMITED	074 754 340
MACHINE CUISINE HOLDINGS PTY LTD	089 594 329
MANAR ENTERPRISES PTY LTD	068 699 865
MELJAK NOMINEES PTY. LTD.	063 276 399
MERLINAN PTY. LIMITED	063 035 432
MFGH PTY LTD	090 041 964

Name of Company	ACN
MICROPOWER (N.S.W.) PTY. LTD.	003 285 149
MIKONOS INVESTMENTS PTY LTD	083 309 095
MIRAGE FINISHES (AUST) PTY LTD	071 474 961
MITCHEO PTY. LIMITED	081 955 320
MOONJOY PTY LTD	100 872 857
MOXON INVESTMENTS PTY. LTD.	009 138 970
NAJDORF SYSTEMS PTY LIMITED	095 442 336
NATURE'S REALM (AUSTRALIA) PTY LTD	076 846 396
NEWCASTLE PERMANENT CUSTODIAN PTY LTD	003 537 415
NEWSWORKS MEDIA PTY LTD	078 130 266
PENNANT TRADING PTY LTD	000 072 631
POWLON PTY LTD	077 891 153
PROMNITZ HOLDINGS PTY LTD	063 343 322
RIPAR AUSTRALASIA PTY. LTD.	085 273 007
ROMET (CD) PTY. LIMITED	000 109 928
ROWZARMU PTY. LTD.	050 064 652
RTS SYSTEMS PTY. LTD.	059 410 490
SATO K. LAM GARMENTS PTY. LTD	057 894 489
SOCK PTY LTD	080 080 397
SPECIFIED PAINTING & MAINTENANCE PTY LTD	089 211 585
SUCCESS IN PLANNING PTY. LTD.	093 578 824
SUNDANCE SPAS AUSTRALIA PTY LIMITED	001 605 787
SWEDISH KANGAROO COURT PTY LTD	077 700 666
SZAUER INVESTMENTS PTY. LTD.	065 445 178
TAURUS HOLDINGS PTY LTD	001 170 243
THE ICE FACTORY PTY LTD	106 281 261
TINGARI VILLAGE NORTH PTY LIMITED	072 244 743
TSL FF NO 12 PTY LTD	070 086 056
U.G. AUSTRALIA DEVELOPMENTS PTY. LTD.	005 708 798
U. G. AUSTRALIA HOLDINGS PTY. LIMITED	008 556 358
VADALIA PTY. LTD.	009 180 992
VGMK MEDICAL PTY LTD	102 512 603
VISION CARPENTRY SERVICES PTY LTD	085 286 504
VITAL CONSULTING PTY. LTD.	068 908 690
W.A. FINANCE & INVESTMENTS PTY LTD	098 188 151
WEALTH GENERATION PTY LTD	103 730 981
138 BELL STREET PROPRIETARY LIMITED	004 109 371

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.

A.C.N. 095 571 163 LTD ACN 095 571 163 will change to a proprietary company limited by shares. The new name will be A.C.N. 095 571 163 PTY LTD ACN 095 571 163.

BARBEQUES GALORE LIMITED

ACN 008 577 759 will change to a proprietary company limited by shares. The new name will be BARBEQUES GALORE PTY LIMITED ACN 008 577 759.

HUNTER IMMUNOLOGY PTY. LTD.

ACN 106 556 094 will change to a public company limited by shares. The new name will be HUNTER IMMUNOLOGY LIMITED ACN 106 556 094.

KIMBERLEY OIL NL ACN 075 760 655 will change to a public company limited by shares. The new name will be EUROPEAN GAS LIMITED ACN 075 760 655.

LIVE TECHNOLOGIES PTY LTD ACN 073 094 756 will change to a public company limited by shares. The new name will be LIVE TECHNOLOGIES LTD ACN 073 094 756.

PINNACLES VISTA LIMITED ACN 102 862 377 will change to a proprietary company limited by shares. The new name will be PINNACLES VISTA PTY LTD ACN 102 862 377.

SEDGMAN PTY LTD ACN 088 471 667 will change to a public company limited by shares. The new name will be SEDGMAN LIMITED ACN 088 471 667.

AUSTRALIAN UNITED GROCERS LIMITED

ACN 009 786 485 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN UNITED GROCERS PTY LIMITED ACN 009 786 485.

FARSANDS SOLUTIONS LIMITED

ACN 105 749 031 will change to a proprietary company limited by shares. The new name will be FARSANDS SOLUTIONS PTY LTD ACN 105 749 031.

ILLOURA LODGE PTY LTD ACN 000 872 668

will change to a public company limited by shares. The new name will be ILLOURA LODGE LIMITED ACN 000 872 668.

LAUREL PARK VISTA LIMITED

ACN 104 462 982 will change to a proprietary company limited by shares. The new name will be LAUREL PARK VISTA PTY LTD ACN 104 462 982.

MARY BYRNES WINE PTY LTD ACN 092 831

386 will change to a public company limited by shares. The new name will be MARY BYRNES WINE LIMITED ACN 092 831 386.

PRAEMIUM PTY LTD ACN 098 405 826 will change to a public company limited by shares. The new name will be PRAEMIUM LTD ACN 098 405 826.