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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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04/1649

IN THE SUPREME COURT OF NEW SOUTH WALES
DIVISION: EQUITY
NO: 5934 of 2001
REGISTRY: SYDNEY

IN THE MATTER OF ONE.TEL LIMITED (IN LIQUIDATION) ACN 068 193
153

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
Plaintiff

JOHN DAVID RICH
First Defendant

BRADLEY WILLIAM KEELING
Second Defendant

JOHN HUYSHE GREAVES
Third Defendant

MARK ALAN SILBERMANN
Fourth Defendant

DECLARATIONS AND ORDERS
IN RESPECT OF THE SECOND DEFENDANT

Definitions

In this document:



"The January circumstances" means the deterioration in, and the circumstances relating to, the financial position and performance of the One.Tel Group during January 2001 set out in paragraphs S1 to S7 and S39 to S47 of the Schedule hereto ("Schedule");

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"The February circumstances" means the deterioration in, and the circumstances relating to, the financial position and performance of the One.Tel Group during February 2001 set out in paragraphs S1 to S24 and S39 to S47 of the Schedule;

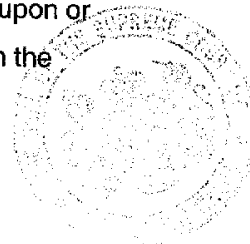
"The March circumstances" means the deterioration in, and the circumstances relating to, the financial position and performance of the One.Tel Group during March 2001 set out in paragraphs S1 to S34 and S39 to S47 of the Schedule; and

"The April circumstances" means the deterioration in, and the circumstances relating to, the financial position and performance of the One.Tel Group during April 2001 set out in paragraphs S1 to S47 of the Schedule.

The effect of the declarations and orders

The Court makes the following declarations and orders noting:

- (a) that they are intended to be operative only between the Plaintiff and the Second Defendant and are not intended to be binding on or in any way affect any other defendant in the proceedings;
- (b) that in particular the declarations concerning the conduct that constituted the contraventions of the Corporations Act are not binding upon or conclusive evidence of facts against any other defendant in the proceedings.



The agreed declarations and orders

The second defendant consents to the making of the following declarations and orders against him:

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1. A declaration, pursuant to Section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened Section 180(1) of the Corporations Law by:
 - (a) failing to take reasonable steps to promptly ensure that the Board was aware of the January circumstances; and
 - (b) failing to take reasonable steps to promptly apprise himself of the January circumstances.
2. A declaration, pursuant to Section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened Section 180(1) of the Corporations Law by:
 - (a) failing to take reasonable steps to promptly ensure that the Board was aware of the February circumstances;
 - (b) failing to take reasonable steps to promptly apprise himself of the February circumstances; and
 - (c) failing to recommend to the Board (if necessary at a special meeting convened by him for that purpose) on or about 28 February 2001, that the One.Tel Group cease to trade or that an administrator be appointed unless a cash injection of at least \$280 million was obtained.
3. A declaration, pursuant to Section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened Section 180(1) of the Corporations Law by:

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- (a) failing to take reasonable steps to promptly ensure that the Board was aware of the March circumstances;
 - (b) failing to take reasonable steps to promptly apprise himself of the March circumstances; and
 - (c) failing to recommend to the Board (if necessary at a special meeting convened by him for that purpose) on or about 31 March 2001, that the One.Tel Group cease to trade or that an administrator be appointed unless a cash injection of at least \$280 million was obtained.
4. A declaration, pursuant to Section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened Section 180(1) of the Corporations Law by:
- (a) failing to take reasonable steps to promptly ensure that the Board was aware of the April circumstances;
 - (b) failing to take reasonable steps to promptly apprise himself of the April circumstances; and
 - (c) failing to recommend to the Board (if necessary at a special meeting convened by him for that purpose) on or about 30 April 2001, that the One.Tel Group cease to trade or that an administrator be appointed unless a cash injection of at least \$280 million was obtained.
5. A declaration, pursuant to Section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened Section 180(1) of the Corporations Law by failing to monitor management, failing to take reasonable steps to assess the financial position and

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performance of the One.Tel Group, and failing to take reasonable steps to properly assess material adverse developments affecting the financial position and performance of the One.Tel Group.

6. A declaration, pursuant to section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened section 180(1) of the Corporations Law by failing to take reasonable steps to ensure that the Board of One.Tel was provided with all material financial information which was necessary to enable it to monitor management, to assess properly and promptly the financial position and performance of One.Tel and to properly and promptly detect and assess any material adverse development affecting its financial position and performance.
7. A declaration, pursuant to section 1317E of the Corporations Act, that between 1 January 2001 and 31 March 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened section 180(1) of the Corporations Law by failing to take reasonable steps to ensure that systems were established, maintained and monitored which resulted in material financial information which was accurate and reliable flowing from management to the Board of One.Tel, so as to enable the Board to monitor management, to assess properly the financial position and performance of One.Tel and to properly and promptly detect and assess material adverse developments affecting its financial position and performance.
8. A declaration, pursuant to Section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened Section 180(1) of the Corporations Law by failing to take reasonable steps to ensure that if the One.Tel Group was to continue its existing operations, the cash reserves within the Group were maintained at a

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level which ensured that the companies within the Group were able to pay their debts as and when they fell due.

9. A declaration, pursuant to Section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened Section 180(1) of the Corporations Law by failing to take reasonable steps to ensure that One.Tel employed a Finance Director with the financial qualifications, skills and experience reasonably appropriate for a person occupying that position.
10. A declaration, pursuant to section 1317E of the Corporations Act, that the Second Defendant, as one of the Joint Managing Directors of One.Tel Limited, contravened section 180(1) of the Corporations Law by causing or permitting One.Tel to issue a media release on 27 February 2001 which contained a statement that *"One.Tel is focused and on track to becoming cash positive as forecast by June 2001."*
11. A declaration, pursuant to section 1317E of the Corporations Act, that the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened section 180(1) of the Corporations Law by failing to correct or modify the statement within the media release issued by One.Tel on 27 February 2001 that *"One.Tel is focused and on track to becoming cash positive as forecast by June 2001."*
12. A declaration, pursuant to section 1317E of the Corporations Act, that the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened section 180(1) of the Corporations Law by causing or permitting One.Tel to issue a release on 4 April 2001 during the Merrill Lynch Annual Telecoms Media & Technology Conference which contained a statement that *"The Company is tracking very well against forecasts that were initially made by management in August 2000. . . . (The Company) is fulfilling the promises made to*

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our shareholders; to turn the business cash positive and to have a cash balance of \$75 million by (30 June 2001)."

13. A declaration, pursuant to section 1317E of the Corporations Act, that the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened section 180(1) of the Corporations Law by failing to correct or modify the statement within the release issued by One.Tel on 4 April 2001 during the Merrill Lynch Annual Telecoms Media & Technology Conference that *"The Company is tracking very well against forecasts that were initially made by management in August 2000. . . . (The Company) is fulfilling the promises made to our shareholders; ... to turn the business cash positive and to have a cash balance of \$75 million by (30 June 2001)."*
14. A declaration, pursuant to section 1317E of the Corporations Act, that between 1 January 2001 and 17 May 2001, the Second Defendant, as one of the Joint Managing Directors of One.Tel, contravened section 180(1) of the Corporations Law by failing to ensure that One.Tel notified the ASX:
 - (a) on or shortly after 31 January 2001 of the January circumstances;
 - (b) during February 2001 or alternatively by or shortly after 28 February 2001 of the February circumstances;
 - (c) during March or alternatively by or shortly after 31 March 2001 of the March circumstances;
 - (d) during April or alternatively by or shortly after 30 April 2001 of the April circumstances.
15. An order, pursuant to sections 206C and 206E of the Corporations Act, that the Second Defendant be prohibited from managing corporations for ten years.

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16. An order that enforcement of order 15 be stayed for a period of 2 months from the date of these orders.
17. An order, pursuant to section 1317H(1) of the Corporations Act, that the Second Defendant pay compensation to One.Tel in an amount of \$92 million.
18. An order that the Second Defendant pay the Plaintiff's costs of its claim against him agreed to be the sum of \$750,000.
19. An order that enforcement of orders 17 and 18 be stayed for a period of 3 months from the date of these orders.
20. Note that it is agreed between ASIC and Mr Keeling that the declarations and orders to which Mr Keeling is consenting will not constitute full satisfaction of ASIC's claims made in these proceedings and that ASIC is at liberty to pursue its claims against the other defendants and any other persons.

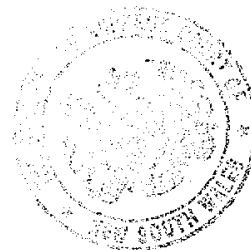
Ordered: 21 March 2003

Entered:

27 FEB 2004

L. WALTON (L.S.)

DEPUTY REGISTRAR



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SCHEDULE**Systematic "Management" of Cash and Creditors**

S1. From late December 2000, there was a systematic process of "management" of cash and creditors as follows:

- (a) payments to creditors were selectively deferred so that the month end cash balances for 31 January 2001, 28 February 2001 and 31 March 2001 revealed in the flash reports provided to the directors individually, and to the Board in the Board papers for its meetings on 25 January 2001 and 30 March 2001, did not give a full and accurate view of the cash position of the One.Tel Group;

Particulars

See Annexure A

- (b) one of the means by which payments to creditors were selectively deferred was by drawing cheques, recording the payees as paid on the creditors ledger of the Australian operations of the One.Tel Group, and delaying the release of the cheques to creditors so as to ensure that the cheques were not presented for payment until after month end (hereafter referred to as "the unrepresented cheques").

The \$8 million Pledge

S2. Over the period from 1 January 2001 to 29 May 2001 approximately \$8 million of cash held by companies within the international operations of the One.Tel Group was the subject of a pledge as security for bank guarantees (hereafter referred to as the "the \$8 million pledge") and was unavailable for payment of debts of companies in the One.Tel Group.

The True Cash and Creditors Position - January 2001**0 4 / 1 6 4 9**

S3. As at 31 January 2001 :

- (a) the cash available within the One.Tel Group to pay creditors of companies within the Group was approximately \$71 million, after deducting the \$8 million pledge and the unrepresented cheques as at 31 January 2001 in the amount of approximately \$7.5-million;
- (b) the cash available within the Australian operations of the One.Tel Group to pay creditors was approximately \$22 million, after deducting the amount of unrepresented cheques referred to in (a).

S4. This was so notwithstanding that :

- (a) the forecast presented to the Board at its meeting on 28 September 2000 of cash of the One.Tel Group as at 31 January 2001 was \$123 million;
- (b) the forecast presented to the Board at its meeting on 24 November 2000 of cash of the One.Tel Group as at 31 January 2001 was \$100 million;
- (c) the flash report for January 2001 sent to the directors on or about 7 February 2001 reported a cash balance of the One.Tel Group as at 31 January 2001 of \$86 million.

S5. The above cash amounts of \$71 million and \$22 million were only achieved after deferring the drawing of cheques to major creditors of companies within the Australian operations of the One.Tel Group (to be contrasted with the process of delaying the release of cheques to creditors referred to in paragraph S1(b) above) as a result of which the total amount outstanding on debts owed by those companies which were overdue as at 31 January 2001 was about \$24 million.

Particulars**0 4 / 1 6 4 9**

See Annexure B

S6. Further, as at 31 January 2001 :

- (a) the amount owed to trade creditors, but not then overdue, by companies within the Australian operations of the One.Tel Group was about \$22.3 million, and those companies had incurred additional current liabilities of about \$74.6 million;
- (b) the amount owed by companies within the UK operations of the One.Tel Group to trade creditors was approximately \$61.7 million of which approximately \$49.7 million was overdue and at least \$21.6 million had been outstanding for more than 90 days.

S7. On 15 January 2001 the main operating account of the Australian operations of the One.Tel Group exceeded its gross overdraft limit of \$10 million.

The True Cash and Creditors Position - February 2001

S8. As at 28 February 2001 :

- (a) the cash available within the One.Tel Group to pay creditors of companies within the Group was approximately \$48 million, after deducting the \$8 million pledge and the unrepresented cheques as at 28 February 2001 in the amount of approximately \$8 million;
- (b) the sum of the bank accounts of the companies within the Australian operations of the One.Tel Group was a negative balance of \$1 million.

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S9. This was so notwithstanding that :

- (a) the forecast presented to the Board at its meeting on 28 September 2000 of cash of the One.Tel Group as at 28 February 2001 was \$114 million;
- (b) the forecast presented to the Board at its meeting on 24 November 2000 of cash of the One.Tel Group as at 28 February 2001 was \$87 million;
- (c) the forecast presented to the Board at its meeting on 25 January 2001 of cash of the One.Tel Group as at 28 February 2001 was \$82 million;
- (d) the flash report for February 2001 sent to the directors on or about 5 March 2001 reported a cash balance of the One.Tel Group as at 28 February 2001 of \$64 million.

S10. As at 28 February 2001 the above cash amounts of \$48 million and \$1 million negative cash balance, and the cashflow amounts for the month of February 2001 referred to below, were only achieved after deferring the drawing of cheques to major creditors, as a result of which the total amount outstanding on debts owed by companies within the Australian operations of the One.Tel Group which were overdue as at 28 February 2001 was about \$29.3 million.

Particulars

See Annexure B

S11. Further, as at 28 February 2001 :

- (a) the amount owed to trade creditors, but not then overdue, by companies within the Australian operations of the One.Tel Group was

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about \$25.6 million, and those companies had incurred additional current liabilities of about \$71.6 million;

- (b) the amount owed by companies within the UK operations of the One.Tel Group to trade creditors was approximately \$80.6 million of which approximately \$56 million was overdue and at least \$26.5 million had been outstanding for more than 90 days.

S12. The outflow of cash, net of all receipts and payments (hereafter referred to as "cash usage"), for the One.Tel Group for the month of February 2001 was \$26 million notwithstanding :

- (a) the forecast presented to the Board at its meeting on 28 September 2000 of cash usage for the month of February of \$9 million,
- (b) the forecast presented to the Board at its meeting on 24 November 2000 of cash usage for the month of February of \$13 million;
- (c) the forecast presented to the Board at its meeting on 25 January 2001 of cash usage for the month of February of \$3 million.

S13. The cash usage of the One.Tel Group for the period from 1 July 2000 to 28 February 2001 was \$209 million (an average of \$26 million per month), excluding a repayment to Lucent in December 2000, but including non-trading cash receipts, which occurred notwithstanding the forecast presented to the Board at its meeting on 28 September 2000 of net cash usage for that period of \$156 million.

S14. According to the Board papers for the Board meeting on 30 March 2001, the cash usage of the Australian operations of the One.Tel Group, excluding the Next Generation business, for the month of February 2001 was \$7 million.

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S15. The above cash usage of \$7 million for the month of February 2001 of the Australian operations, excluding the Next Generation business, of the One.Tel Group occurred notwithstanding :

- (a) the forecasts presented to the Board at its meetings on 28 September 2000 and 24 November 2000 of net inflow of cash, net of all receipts and payments, (hereafter referred to as "positive cashflow") for those operations for February 2001 of \$1 million;
- (b) the forecast presented to the Board at its meeting on 25 January 2001 of positive cashflow for those operations for the month of February 2001 of \$13 million.

S16. According to the Board papers for the Board meeting on 30 March 2001, the cash usage of the Next Generation business of the One.Tel Group for the month of February 2001 was \$27 million.

S17. The above cash usage of \$27 million for the month of February 2001 of the Next Generation business of the One.Tel Group occurred notwithstanding :

- (a) the forecast presented to the Board at its meeting on 28 September 2000 of a cash usage for that month of \$13 million;
- (b) the forecast presented to the Board at its meeting on 24 November 2000 of a cash usage for that month of \$11 million;
- (c) the forecast presented to the Board at its meeting on 25 January 2001 of a cash usage for the month of February of \$11 million.

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- S18. As at 28 February 2001, the companies within the Australian operations of the One.Tel Group had insufficient cash to pay all of the debts of those companies which were then overdue.

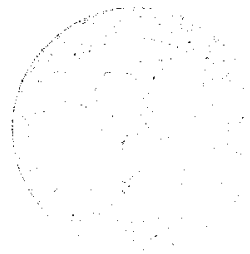
Particulars

See Annexure B

- S19. As at 28 February 2001, the companies within the Australian operations of the One.Tel Group had insufficient cash and liquid assets to pay all of the debts of those companies which had then been incurred, including debts which were then overdue.

Particulars

See Annexure C



- S20. In respect of the cash balances of the Australian operations of the One.Tel Group during February 2001 :

- (a) on 16 February 2001, according to One.Tel's general ledger, the main operating account of the Australian operations of the One.Tel Group exceeded its gross overdraft limit of \$10 million by about \$13.1 million;
- (b) on each day from 19 to 22 February 2001, according to One.Tel's general ledger, the main operating account of the Australian operations of the One.Tel Group exceeded its gross overdraft limit of \$10 million,

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including exceeding the limit by an amount of about \$11.7 million on 22 February 2001;

- (c) after excluding the unused balance of a cash advance from Lucent of about \$9.5 million which advance was required to be used for the purchase of handsets, the sum of all bank account balances of the Australian operations of the One.Tel Group resulted in a negative cash balance on each day from 19 February to 28 February 2001, including a negative cash balance of \$4.6 million on 19 February which negative cash balance progressively increased to a negative cash balance of \$12.5 million on 22 February 2001;
- (d) even after including the above cash advance from Lucent, the sum of all bank account balances of the Australian operations of the One.Tel Group on each day from 22 February to 26 February 2001 resulted in a negative cash balance, including a negative cash balance of about \$3 million on 22 February 2001.

S21. To address the cash and creditors position of the Australian operations of the One.Tel Group, Silbermann travelled to London on or about 26 February 2001 in order to obtain the transfer to the Australian operations of the sum of \$26 million from the UK operations over the objection of Mr Weston, the Chief Executive Officer of the UK operations, and Mr Werner, the Financial Controller of the UK and European operations.

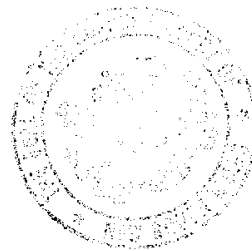
S22. In spite of the objections of Mr Weston and Mr Werner, and on the instructions of Rich and Silbermann, on 28 February 2001 the sum of \$26 million was transferred from the UK operations to the Australian operations of the One.Tel Group and received by the Australian operations on 1 March 2001.

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- S23. The \$26 million transfer from the UK operations enabled the payment on 1 and 2 March 2001 of creditors totalling \$26.3 million, including \$7.2 million paid to creditors on 1 March 2001 which were overdue as at 28 February 2001 and for whom cheques had been drawn, but not released, prior to February month end.
- S24. As a result of the above transfer of funds from the UK operations of the One.Tel Group, the companies within the UK operations had an available cash balance of only about \$11.5 million, which amount was insufficient cash to pay all of the debts of those companies, including creditors which were overdue, as a consequence of which, in due course, Worldcom withdrew supply of carrier and network services and various threats were made by other major creditors to withdraw services.

Particulars

See Annexure D



True cash and creditors position - March 2001

- S25. As at 31 March 2001 :
- (a) the cash available within the One.Tel Group to pay creditors of companies within the One.Tel Group was approximately \$58 million, after deducting the \$8 million pledge and the unrepresented cheques as at 31 March 2001 in the amount of \$3 million;
 - (b) the cash available within the Australian operations of the One.Tel Group to pay creditors was approximately \$16 million after deducting the amount of unrepresented cheques referred to in (a).

S26. This was so, notwithstanding that :

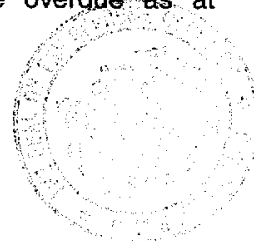
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- (a) the forecast presented to the Board at its meeting on 28 September 2000 of cash of the One.Tel Group was \$112 million as at 31 March 2001;
- (b) the forecast presented to the Board at its meeting on 24 November 2000 of cash of the One.Tel Group was \$92 million as at 31 March 2001;
- (c) the forecast presented to the Board at its meeting on 25 January 2001 of cash of the One.Tel Group as at 31 March 2001 was \$97 million.

S27. The above cash amounts of \$58 million and \$16 million and the cashflow amounts for the month of March 2001 referred to below were only achieved after the drawing of cheques to major creditors was deferred, as a result of which the total amount outstanding on debts owed by companies within the Australian operations of the One.Tel Group which were overdue as at 31 March 2001 was about \$49.7 million.

Particulars

See Annexure B



S28. Further, as at 31 March 2001 :

- (a) the amount owed by companies within the UK operations of the One.Tel Group to trade creditors, which was then overdue, was about \$82.2 million of which about \$32.5 million had been outstanding for more than 90 days;
- (b) the amount owed, but not then overdue, by companies within the Australian operations of the One.Tel Group to trade creditors was about \$14.3 million, and those companies had incurred additional current liabilities of about \$77.1 million.

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S29. The cash usage of the One.Tel Group for the month of March 2001 was \$3 million notwithstanding :

- (a) the forecast presented to the Board at its meeting on 28 September 2000 of cash usage for that period of \$2 million;
- (b) the forecast presented to the Board at its meeting on 24 November 2000 of positive cash flow into the One.Tel Group for that period of \$5 million;
- (c) the forecast presented to the Board at its meeting on 25 January 2001 of positive cash flow into the One.Tel Group for that period of \$15 million.

S29A. In respect of cash usage of the One.Tel Group for the quarter ended 31 March 2001 :

- (a) actual cash usage for that period was \$43 million;
- (b) if the overdue creditors balance for the One.Tel Group had been held constant between 31 January and 31 March 2001 the actual cash usage for that period would have been \$101 million;
- (c) such cash usage occurred notwithstanding the forecast for cash usage for this period presented to the Board at its meeting on 25 January 2001 of \$4 million.

S30. The cash usage of the One.Tel Group for the period from 1 July 2000 to 31 March 2001 was \$212 million (an average of \$24 million per month), excluding a repayment to Lucent in December 2000, but including capital receipts.

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- S31. There was a positive cash flow for the Australian operations of the One.Tel Group, excluding the Next Generation business, for the month of March 2001 of only about \$2 million, notwithstanding the forecasts made to the Board at its meetings on 28 September 2000 and 24 November 2000 of positive cashflow for that month of \$5 million, and the forecast made to the Board at its meeting on 25 January of positive cashflow for that month of \$10 million.
- S32. The cash usage of the Next Generation business of the One.Tel Group for the month of March 2001 was about \$12 million, notwithstanding the forecast made to the Board at its meeting on 28 September 2000 of cash usage for that month of \$13 million, the forecast made to the Board at its meeting on 24 November 2000 of cash usage for that month of \$9 million, and the forecast made to the Board at its meeting on 25 January 2001 of cash usage for that month of \$4 million.
- S33. As at 31 March 2001, the companies within the Australian operations of the One.Tel Group had insufficient cash to pay all of the debts of those companies which were then overdue.

Particulars

See Annexure B

- S34. As at 31 March 2001, the companies within the Australian operations of the One.Tel Group had insufficient cash and liquid assets to pay all of the debts of those companies which had then been incurred, including the debts which were then overdue.

Particulars

See Annexure C

True Cash and Creditors Position – April 2001**0 4 / 1 6 4 9**

34A. On or about 17 April 2001 One.Tel and Lucent Technologies Australia Pty Ltd ("Lucent") made an agreement deferring payment for services already supplied and to be supplied over the period to 30 June 2001 until after 30 June 2001 and providing for payment of invoices in respect of such services within 5 business days of receipt of an invoice.

S35. As at 30 April 2001 :

- (a) the cash available within the One.Tel Group to pay creditors of companies within the One.Tel Group was approximately \$21 million, after deducting the \$8 million pledge and the unrepresented cheques as at 30 April 2001 in the amount of about \$13 million;
- (b) the sum of the bank accounts of the companies within the Australian operations of the One.Tel Group was a negative balance of \$3 million.

S36. The cash available was \$21 million notwithstanding :

- (a) the forecast presented to the Board at its meeting on 28 September 2000 of cash of the One.Tel Group of \$106 million as at 30 April 2001;
- (b) the forecast presented to the Board at its meeting on 24 November 2000 of cash of the One.Tel Group of \$93 million as at 30 April 2001;
- (c) the forecast presented to the Board at its meeting on 25 January 2001 of cash of the One.Tel Group of \$88 million as at 30 April 2001;
- (d) the forecast presented to the Board at its meeting on 30 March 2001 of cash of the One.Tel Group of \$53 million as at 30 April 2001.

S37. The above cash amounts of \$21 million and \$3 million negative cash balance, were only achieved after the drawing cheques to major creditors was deferred,

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as a result of which the total amount outstanding on debts owed by companies within the Australian operations of the One.Tel Group which were overdue as at 30 April 2001 was about \$54 million.

Particulars

See Annexure B

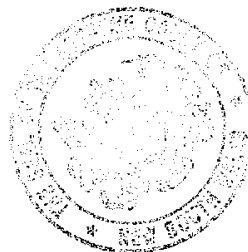
S38. Further, as at 30 April 2001 :

- (a) the amount owed by companies within the UK operations of the One.Tel Group to trade creditors, which were then overdue, was about \$82.8 million, of which about \$27.6 million had been outstanding for more than 90 days;
- (b) the amount owed, but not then overdue, by companies within the Australian operations of the One.Tel Group to trade creditors was about \$11.5 million, and those companies had incurred additional current liabilities of about \$88.6 million.

S38A. As at 30 April 2001, the companies within the Australian operations of the One.Tel Group had insufficient cash to pay all of the debts of those companies which were then overdue.

Particulars

See Annexure B



S38B. As at 30 April 2001, the companies within the Australian operations of the One.Tel Group had insufficient cash and liquid assets to pay all of the debts of those companies which had then been incurred, including the debts which were then overdue.

Particulars**0 4 / 1 6 4 9**

See Annexure C

The True Debtors & EBITDA Position of One.Tel

- S39. Major contributors to the deterioration in the cash and creditors position of the One.Tel Group referred to above were the doubtful debtors and EBITDA positions described in paragraphs S40 to S44 below.
- S40. The provision for doubtful debts of the companies in the Australian operations of the One.Tel Group from at least 31 December 2000 was significantly understated as follows:
- (a) as at 31 December 2000, the trade debtors of companies within the Australian operations outstanding for more than 180 days were \$56.4 million and for more than 90 days were \$66.3 million out of total trade debtors of \$144.4 million;
 - (b) as at 31 January 2000, the trade debtors of companies within the Australian operations outstanding for more than 330 days were \$39.9 million, for more than 180 days were \$51.6 million, and for more than 90 days were \$65.6 million out of total trade debtors of \$152 million;
 - (c) as at 28 February 2001, the trade debtors of companies within the Australian operations outstanding for more than 330 days were \$41.4 million, for more than 180 days were \$53.4 million, and for more than 90 days were \$71 million out of total trade debtors of \$130.3 million
 - (d) as at 31 March 2001, the trade debtors of companies within the Australian operations outstanding for more than 330 days were \$47.7 million, for more than 180 days were \$61.3 million, and for more than 90 days were \$84.1 million out of total trade debtors of \$148.6 million;

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- (e) as at 30 April, the trade debtors of companies within the Australian operations outstanding for more than 330 days were \$50 million, for more than 180 days were \$66 million, and for more than 90 days were \$91.7 million out of total trade debtors of \$157.9 million;
- (f) the experience of the Australian operations over the 7 months from 30 June 2000 to 31 January 2001 was that of debtors outstanding for more than 90 days only less than 10% was collectable;
- (g) the experience of the Australian operations concerning the collection of billings based upon bills issued during the six months to 31 December 2000 was that approximately 10% of billings was uncollectable.
- (h) The provisions for doubtful debts of companies within the Australian operations of the One.Tel Group needed to be increased by \$36.8 million to \$86.7 million as at 31 December 2000, by \$40.5 million to \$91.7 million as at 31 January 2001, by \$43.9 million to \$96.9 million as at 28 February 2001, by \$47 million to \$102.3 million as at 31 March 2001, by \$50.5 million to \$107.3 million as at 30 April 2001 and by \$54.9 million to \$112.3 million as at 29 May 2001;
- (i) the provision for doubtful debts as a percentage of debtors over 90 days in respect of companies within the Australian operations of the One.Tel Group fell from 89.3% at 30 June 2000 to 78% at 31 January 2001, to 74.7% at 28 February 2001, to 65.7% at 31 March 2001, and to 62% at 30 April 2001.

S41. When adequate provision for doubtful debts and an adjustment made to correctly recognise the operating expenses of the Australian operations were made to the actual results, EBITDA losses were suffered by the One.Tel Group as follows:

- (a) for the months of January of \$25.8 million, February of \$20.4 million, March 2001 of \$12.4 million, and April of \$25 million;
- (b) for the year to date to 28 February 2001 of \$186.2 million;

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- (c) the quarter of trading to 31 March 2001 of \$58.6 million;
- (d) for the year to date to 31 March 2001 of \$198.7 million; and
- (e) for the year to date to 30 April 2001 of \$223.6 million

Particulars

See Annexure E

S42. The EBITDA losses referred to in paragraph S41 occurred notwithstanding :

- (a) the public forecast made to the ASX on 1 February 2001 of an EBITDA loss for the One.Tel Group for the financial year ending 30 June 2001 of \$91 million;
- (b) the EBITDA forecast of profits for the months of January of \$1.7 million, February of \$3 million and a forecast of a loss in March 2001 of \$2.1 million in the business plan for the One.Tel Group prepared in September 2000, which plan formed the basis of EBITDA forecasts to the Board at its meeting on 28 September 2000;
- (c) the forecast referred to in the flash report for the month of February 2001 of an EBITDA loss for the One.Tel Group for the year to date to 28 February 2001 of \$92.669 million;
- (d) the forecast EBITDA losses for the quarter ended 31 March 2001 presented to the Board at its meeting on 30 March 2001 of about \$12 million and the forecast for that quarter in the September business plan of an EBITDA profit of about \$3 million;
- (e) the forecast referred to in the flash report for the month of March 2001 of an EBITDA loss for the One.Tel Group for the year to date to 31 March 2001 of \$92.745 million;
- (f) the forecast referred to in the flash report for the month of April 2001 of an EBITDA loss for the One.Tel Group for the year to date to 30 April 2001 of \$92.117 million.

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- S43. From at least January 2001, the digital and fixed wire business of the Australian operations of the One.Tel Group traded at a loss, with a third quarter loss of \$25.0 million, notwithstanding the forecast presented to the Board at its meeting on 30 March 2001 that these operations would make profits in the third quarter of the 2001 financial year of \$4.8 million, and the forecast in the September business plan that these operations would make a profit in the third quarter of the 2001 financial year of \$5.9 million.

Particulars

See Annexure E

- S44. From at least 1 January 2001, the Next Generation business of the One.Tel Group traded at a loss with a third quarter loss of \$29.9 million, notwithstanding the forecast in the September business plan that this business would incur a loss of \$22.3 million for the third quarter and the forecast presented to the Board at its meeting on 30 March 2001 that this business would incur a loss in the third quarter of \$23.4 million.

Particulars

See Annexure E

- S44A. The EBITDA losses for the One.Tel Group referred to in S41 above and the losses of the Next Generation business referred to in S44 above did not take account of costs of acquisition of customers of Next Generation (principally relating to the costs of handsets) in an amount of approximately \$30 million over the period from 1 January to 30 April 2001 which costs were capitalised and amortised over the life of subscribers' contracts rather than treated as a cost of sales and debited in full to the profit and loss account.

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S44B. Significant contributors to the EBITDA losses referred to in S41 above were :

- (a) decreases in gross margin totalling \$66.3 million over the period from 1 January to 30 April 2001 arising from revenue and gross margin percentage shortfalls against budget, particularly in the digital and fixed wire business unit of the Australian operations and in the international operations;
- (b) growth in uncollectable trade receivables in the Australian operations totalling \$14.3 million over budget over the period from 1 January to 30 April 2001;
- (c) increases in operating expenses over budget in the digital and fixed wire of the Australian operations totalling \$12.9 million over the period from 1 January to 30 April 2001.

S44C. A major cause of the decrease in gross margin derived by the digital and fixed wire business of the Australian operations over the period from 1 January to 30 April 2001 referred to in S44B above was a change in sales composition in which a greater proportion of revenue was derived from low margin, or even negative margin, sales on local calls compared to higher margin international and long distance calls.

The Flash reports were false and misleading

S44D. The monthly flash reports sent to directors of One.Tel during the period from 1 January 2001 to 31 March 2001 falsely stated the actual EBITDA performance of the Group even before making the adjustments to recognise an adequate provision for doubtful debts and to correctly recognise the operating expenses of the Australian operations referred to in S41 above.

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Particulars

	Dec-00	Jan-01	Feb-01	Mar-01	Jan to Mar	Jul to Mar	Apr-01	Jul to Apr YTD
	YTD \$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000
Flash reports' EBITDA profit/(loss)	(100,547)	(7,693)	(3,664)	542	(10,815)	(111,362)	(299)	(111,661)
Management accounts' EBITDA profit/(loss)	(103,288)	(20,869)	(16,032)	(7,710)	(44,612)	(147,900)	(20,002)	(167,902)
Understatement of flash reports' EBITDA loss	2,741	13,176	12,368	8,252	33,797	36,538	19,703	56,241
% of understatement of flash reports' EBITDA loss	(3%)	(172%)	(338%)	(1523%)	(313%)	(33%)	(6590%)	(50%)

S45. The monthly flash reports sent to directors of One.Tel during the period from 1 January 2001 to 31 March 2001 falsely reported that trading profits had been made by the digital and fixed wire business unit of the Australian operations, which business unit accounted for about 80% of the revenue of the Australian operations during the nine months to 31 March 2001, when in fact trading losses had been suffered by that business unit in each of the months of January 2001, February 2001 and March 2001.

Particulars

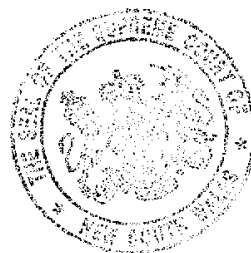
	Jan 2001 \$000	Feb 2001 \$000	Mar 2001 \$000	Apr 2001 \$000
Revenue				
Flash reports	49,904	44,931	45,174	40,361
Management accounts	39,633	35,870	37,900	31,571
Difference	10,271	9,061	7,274	8,790
% Flash reports overstated	21%	20%	16%	22%
Gross margin				
Flash reports	12,340	12,637	12,044	11,642
Management accounts	6,659	3,760	8,080	5,152
Difference	5,681	8,877	3,964	6,490
% Flash reports	46%	70%	33%	56%

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	Jan 2001 \$000	Feb 2001 \$000	Mar 2001 \$000	Apr 2001 \$000
overstated				
EBITDA				
Flash reports	1,925	2,002	1,133	267
Management accounts	(3,991)	(8,271)	(5,499)	(12,512)
Difference	5,916	10,273	6,632	12,779
% Flash reports overstated	307%	513%	585%	4786%

S46. The flash reports sent to directors of One.Tel from 1 January 2001 did not disclose that the figures reported for the digital and fixed wire businesses of the Australian operations of the One.Tel Group were from modified budget data for this business unit and did not reflect the actual financial performance of the unit.

S46A. The monthly flash reports sent to directors of One.Tel relating to the period from 1 January 2001 to 30 April 2001 falsely reported the trading results of each of the business units in the One.Tel Group.



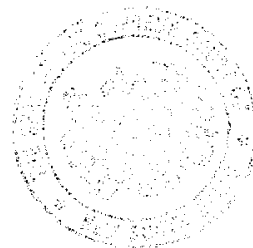
Particulars

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	Jan 2001 \$000	Feb 2001 \$000	Mar 2001 \$000	Apr 2001 \$000
<u>Difference between flash reports and management accounts in EBITDA</u>				
Australian operations				
- Digital and fixed wire	5,916	10,273	6,632	12,779
- One.Net	492	807	1,242	810
- One.Card	88	237	(69)	(73)
- Next Generation	717	(27)	755	(853)
Total Australian operations	7,213	11,290	8,560	12,663
International operations				
- Fixed wire	4,957	441	(449)	5,229
- ISP	404	34	(127)	1,155
- GWUK	603	603	268	656
- Other business units	n/a	n/a	n/a	n/a
Total international operations	5,963	1,078	(308)	7,040
Overstatement of EBITDA for the Group	13,176	12,368	8,252	19,703

Summary Table

S47. Annexure F contains a table setting out a summary of a summary of certain material facts and matters referred to in paragraphs S1 to S46 above to this Schedule.



AFFIDAVIT**0 4 / 1 6 4 9**

On I, Jan Redfern, Deputy Executive Director,
Enforcement of the Australian Securities and Investments Commission, Level
18, No.1 Martin Place, Sydney NSW 2000, say on oath:

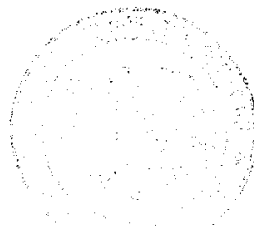
1. I am the Deputy Executive Director, Enforcement for the plaintiff
and am duly authorised by the plaintiff to swear this affidavit on
its behalf.
2. I believe that the allegations of fact in the Statement of Claim set out
above are true.

SWORN by the Deponent at Sydney
in the State of New South Wales
before me:-

)
)
)

.....
Solicitor of the Supreme Court of NSW
Level 18, No.1 Martin Place
SYDNEY NSW 2000

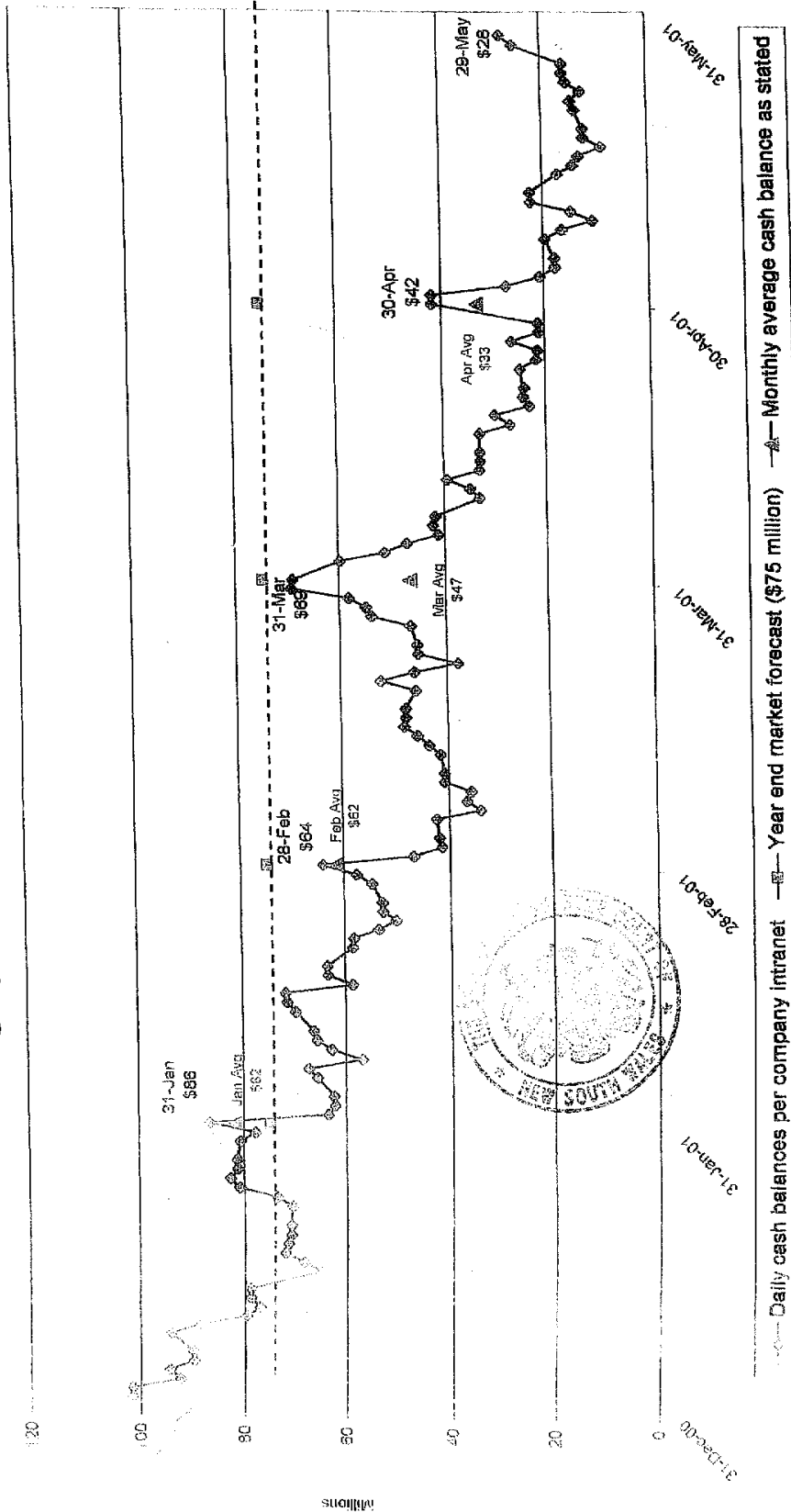
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Deponent



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Annexure A

Analysis of One.Tel's group cash balance from 1 January to 29 May 2001 against market forecast, showing impact of selective deferment of payments to creditors



Annexure B**List of significant trade creditor amounts past due and owing for the Australian operations and available cash balances for each month end from January to April 2001**

Month ended	31-Jan-01 \$	28-Feb-01 \$	31-Mar-01 \$	30-Apr-01 \$ (a)
Trade creditors past due > \$1 million				
ADP Telecommunications	1,041,592			
Global One Communications	2,515,666	2,359,092	2,893,684	3,354,819
Lipson Technologies	1,379,454	1,379,454	1,399,055	1,398,055
Open Telecommunications		8,725,866	16,745,796	11,782,499
Optus	10,559,878			1,550,809
Recharge Electronics	1,847,592	1,847,592		
Sun Microsystems	1,316,656	2,211,506	10,581,190	20,297,214
Telstra				1,206,001
Telstra Dominion		16,523,510	31,619,725	39,590,397
Subtotal	18,660,838	12,747,057	18,141,361	14,680,307
Other Australian trade creditors past due	5,759,856		49,761,086	54,270,704
Total Australian trade creditors past due	24,420,694	29,270,567	14,342,752	11,517,822
Current Australian trade creditors	22,341,130	25,627,303	64,103,838	65,788,526
Total Australian trade creditors	46,761,824	54,897,870	15,539,662	(2,714,794)
Australian cash available (as per trial balance)	22,085,537	(558,301)	(34,221,424)	(56,985,498)
Australian cash surplus / (shortfall) to pay remaining liabilities incurred	(2,335,157)	(29,828,868)	8,219,636	(33,650,845)
Group cash available	70,608,577	47,861,865	57,980,722	20,619,859
Group cash surplus / (shortfall) to pay remaining liabilities incurred	46,187,883	18,591,298		

Notes:

- (a) Certain creditors recorded in the 31 May 2001 creditor listing should have been but were not recorded in the 30 April 2001 creditor listing, thereby understating the creditor balance as at 30 April 2001.
- (b) On 28 February 2001, the UK operations transferred \$26 million to the Australian operations which was deposited on 1 March 2001.

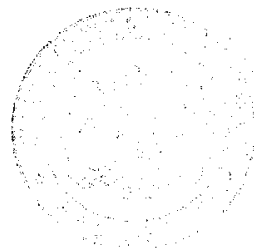
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Annexure C

Summary of Australian operations' liquidity position

	28-Feb-01	31-Mar-01	30-Apr-01
	\$	\$	\$
<u>Australian operations</u>			
Cash	(558,301)	15,539,662	(2,714,794)
Debitors	146,574,396	153,876,901	146,500,029
Accrued income	60,154,121	41,395,379	49,844,045
Carrier claims	9,166,856	8,960,566	8,960,566
Provision for doubtful debts (adjusted)	(96,886,000)	(102,307,000)	(107,336,000)
	118,451,071	117,465,508	95,253,846
Creditors and accruals	(142,933,779)	(139,893,557)	(155,210,502)
Net liquidity position	(24,482,707)	(22,428,048)	(59,956,656)



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Annexure DThreats to supply - International operations

Creditor	Date of threat to supply	Date of withdrawal of services
WorldCom UK Limited	on or before 10 May 2001	on or before 10 May 2001 ⁽¹⁾
Global Tele Systems UK Limited	on or about 26 March 2001	-
Vodafone	on or about 10 May 2001	-
Speedport	on or about 24 April 2001	-

Services to One Tel's Switzerland, Germany and United Kingdom operations ceased

Annexure E

Comparison of EBITDA between the flash reports, adjusted management accounts, budget and market forecast

Notes	Dec-00 6 months YTD H1 \$000	Jan-01 \$000	Feb-01 \$000	Mar-01 \$000	Jan - Mar 3 months Q3 \$000	Jul - Mar 9 months YTD \$000	Apr-01 \$000	May-01 \$000	Jun-01 \$000	Apr - Jun To date Q4 \$000	Jan - Jun To date H2 \$000	Jul - Jun YTD Full year \$000
GROUP OPERATIONS												
Flash reports												
EBITDA	(100,547)	(7,693)	(3,664)	542	(10,815)	(111,362)	(299)	na	na	(289)	(11,114)	(111,661)
Management accounts												
EBITDA	(103,288)	(20,869)	(16,032)	(7,710)	(44,612)	(147,900)	(20,002)	na	na	(20,002)	(64,614)	(167,902)
Adjustment to provision for doubtful debts	(36,769)	(4,134)	(3,438)	(3,194)	(10,766)	(47,535)	(3,503)	na	na	(3,503)	(14,269)	(51,038)
Adjustment for operating expense charge	50	(780)	(975)	(1,516)	(3,271)	(3,221)	(1,493)	na	na	(1,493)	(4,764)	(4,714)
Adjusted EBITDA	(140,007)	(25,784)	(20,444)	(12,421)	(58,649)	(198,656)	(24,998)	na	na	(24,998)	(83,647)	(223,654)
Budget / Market forecast												
Budget EBITDA (as per September 2000 Business Plan)	(61,138)	1,677	3,006	(2,092)	2,591	(58,547)	1,217	8,802	3,752	13,771	16,362	(44,776)
Market forecast full year EBITDA												(91,000)
Australian digital and fixed wire business unit												
Flash reports												
EBITDA	(3,707)	1,925	2,002	1,133	5,060	1,353	267	na	na	267	5,327	1,620
Management accounts												
EBITDA	(3,512)	(3,991)	(8,271)	(5,499)	(17,761)	(21,273)	(12,512)	na	na	(12,512)	(30,273)	(33,785)
Adjustment to provision for doubtful debts	(30,808)	(2,851)	(2,267)	(2,146)	(7,266)	(38,074)	(2,336)	na	na	(2,335)	(9,601)	(40,409)
Adjusted EBITDA	(34,320)	(6,842)	(10,538)	(7,647)	(25,027)	(59,347)	(14,847)	na	na	(14,847)	(39,874)	(74,194)
Budget												
EBITDA (as per September 2000 Business Plan)	1,602	2,222	2,005	1,894	5,921	7,523	2,836	2,259	1,793	6,888	12,809	14,411
Australian One.Net business unit												
Flash reports												
EBITDA	4,850	1,342	768	920	3,030	7,880	964	na	na	964	3,994	8,844
Management accounts												
EBITDA	4,753	850	(39)	(322)	489	5,242	154	na	na	154	643	5,396
Adjustment to provision for doubtful debts	(2,832)	(811)	(206)	(178)	(1,195)	(4,027)	(220)	na	na	(220)	(1,415)	(4,247)
Adjusted EBITDA	1,921	39	(245)	(500)	(706)	1,215	(66)	na	na	(66)	(772)	1,149
Budget												
EBITDA (as per September 2000 Business Plan)	5,403	2,049	1,724	1,921	5,694	11,097	2,737	2,183	2,253	7,173	12,867	18,270

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Annexure E

Comparison of EBITDA between the flash reports, adjusted management accounts, budget and market forecast

	Notes	Dec-00 6 months YTD H1 \$000	Jan-01 \$000	Feb-01 \$000	Mar-01 \$000	Jan - Mar 3 months Q3 \$000	Jul - Mar 8 months YTD \$000	Apr-01 \$000	May-01 \$000	Jun-01 \$000	Apr - Jun To date Q4 \$000	Jan - Jun To date H2 \$000	Jul - Jun YTD Full year \$000
Australian One.Card business unit													
Flash reports													
EBITDA		(216)	(42)	(17)	(15)	(74)	(290)	(15)	na	na	(15)	(89)	(305)
Management accounts													
EBITDA		(481)	(130)	(254)	54	(330)	(811)	58	na	na	58	(272)	(753)
Adjustment to provision for doubtful debts	(a)	(230)	(64)	(27)	6	(85)	(315)	(17)	na	na	(17)	(102)	(332)
Adjusted EBITDA		(711)	(194)	(281)	60	(415)	(1,126)	41	na	na	41	(374)	(1,085)
Budget													
EBITDA (as per September 2000 Business Plan)		(216)	(24)	(17)	(15)	(56)	(272)	(15)	(12)	(11)	(38)	(94)	(310)
Australian (ex Next Generation) operations													
Flash reports													
EBITDA		927	3,225	2,753	2,038	8,016	8,943	1,216	na	na	1,216	9,232	10,159
Management accounts													
EBITDA		760	(3,271)	(8,564)	(5,767)	(17,602)	(16,842)	(12,300)	na	na	(12,300)	(29,902)	(29,142)
Adjustment to provision for doubtful debts		(33,870)	(3,726)	(2,500)	(2,320)	(8,546)	(42,416)	(2,572)	na	na	(2,572)	(11,118)	(44,988)
Adjusted EBITDA		(33,110)	(6,997)	(11,064)	(8,087)	(26,148)	(59,258)	(14,872)	na	na	(14,872)	(41,020)	(74,130)
Budget													
EBITDA (as per September 2000 Business Plan)		6,789	4,247	3,712	3,600	11,559	16,348	5,559	4,430	4,035	14,023	25,582	32,371

Annexure E

Comparison of EBITDA between the flash reports, adjusted management accounts, budget and market forecast

	Notes	Dec-00 6 months YTD H1	Jan-01 \$000	Feb-01 \$000	Mar-01 \$000	Jan - Mar 3 months Q3 \$000	Jul - Mar 9 months YTD \$000	Apr-01 \$000	May-01 \$000	Jun-01 \$000	Apr - Jun To date Q4 \$000	Jan - Jun To date H2 \$000	Jul - Jun YTD Full year \$000
Australian Next Generation operations													
Flash reports													
EBITDA		(57,426)	(7,835)	(7,405)	(7,753)	(22,983)	(80,419)	(8,832)	na	na	(8,833)	(31,826)	(89,252)
Management accounts													
EBITDA		(56,308)	(8,552)	(7,378)	(8,508)	(24,438)	(80,746)	(7,980)	na	na	(7,980)	(32,418)	(88,726)
Adjustment to provision for doubtful debts	(a)	(2,899)	(408)	(938)	(874)	(2,220)	(5,119)	(931)	na	na	(931)	(3,151)	(6,050)
Adjustment for operating expense charge	(b)	50	(780)	(975)	(1,516)	(3,271)	(3,221)	(1,493)	na	na	(1,493)	(4,764)	(4,714)
Adjusted EBITDA		(59,157)	(9,740)	(9,291)	(10,898)	(29,929)	(89,086)	(10,404)	na	na	(10,404)	(40,333)	(99,490)
Budget													
EBITDA (as per September 2000 Business Plan)		(54,618)	(7,625)	(5,523)	(9,195)	(22,343)	(76,961)	(10,530)	(5,596)	(12,861)	(28,987)	(51,330)	(105,948)
International operations													
Flash reports													
EBITDA		(44,048)	(3,083)	988	6,257	4,162	(39,886)	7,318	na	na	7,318	11,480	(32,568)
Management accounts													
EBITDA		(47,740)	(9,046)	(90)	6,565	(2,572)	(50,312)	278	na	na	278	(2,294)	(50,034)
Budget													
EBITDA (as per September 2000 Business Plan)		(13,309)	5,055	4,817	3,503	13,375	66	6,189	9,968	12,578	28,735	42,110	28,801

Notes:

- (a) The reasonably required provision for doubtful debts is apportioned across the Australian operations based on revenue.
 (b) The Australian digital and fixed wire operations charged a higher amount of operating expenses to Next Generation than Next Generation recorded. As a result, the management accounts of Next Generation and the One.Tel Group operations understated operating expenses. This was substantially corrected in statutory accounts to 31 December 2000, however the practice continued to 29 May 2001.

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Annexure F**Summary of the Group's cash balance, cash and creditor position and EBITDA for the months January to April 2001**

	31-Jan-01 \$ million	28-Feb-01 \$ million	31-Mar-01 \$ million	30-Apr-01 \$ million
Cash balance				
Cash balance as per intranet	86	64	69	42
Less: Pledge	(8)	(8)	(8)	(8)
Less: Unpresented cheques	(7)	(8)	(3)	(13)
Cash balance of the Group	71	48	58	21
<i>Forecasts</i>				
As per 28 September 2000 Board papers	123	114	112	106
As per 24 November 2000 Board papers	100	87	92	93
As per 25 January 2001 Board papers	85	82	97	88
As per 30 March 2001 Board papers	na	na	61	53
Cash and creditor position				
Australian overdue creditors	(24)	(29)	(50)	(54)
International overdue creditors				
- UK overdue liabilities	(50)	(56)	(82)	(83)
Other creditor details:				
Australian current trade creditors	(22)	(26)	(14)	(12)
Australian other creditors and accruals				
- Operational accruals	(26)	(25)	(36)	(39)
- Carrier accruals	(48)	(46)	(41)	(50)
International creditors				
- Current UK liabilities	(12)	(25)	(19)	(8)

04/1649

Annexure F**Summary of the Group's cash balance, cash and creditor position and EBITDA for the months January to April 2001****Earnings**

Monthly actual EBITDA as per management accounts adjusted for required provision for doubtful debts and adjustment for operating expenses

Australia (ex Next Generation)	(7)	(11)	(8)	(15)
Next Generation	(10)	(9)	(11)	(10)
International	(9)	(0)	7	(0)
Group	(26)	(20)	(12)	(25)

YTD for the Group operations

Actual EBITDA

Budget EBITDA (as per September 2000 Business Plan)	(166)	(186)	(199)	(224)
	(59)	(56)	(59)	(57)

Full year market forecast EBITDA for the Group operations

	(91)	(91)	(91)	(91)
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04/1650

IN THE SUPREME COURT OF NEW SOUTH WALES
DIVISION: EQUITY
REGISTRY: SYDNEY

IN THE SUPREME COURT OF N.S.W.
No. 5934 of 2001 OF THIS
DOCUMENT WAS FILED
ON 19 OCT 2004

IN THE MATTER OF ONE.TEL LIMITED (IN LIQUIDATION)
ACN: 068 193 153

CLERK OF THE COURT

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
Plaintiff

JOHN DAVID RICH
First Defendant

BRADLEY WILLIAM KEELING
Second Defendant

JOHN HUYSHE GREAVES
Third Defendant

MARK ALAN SILBERMANN
Fourth Defendant

**DECLARATIONS AND ORDERS
IN RESPECT OF THE THIRD DEFENDANT**

The Court makes the following Declarations and Orders:

1. A declaration, pursuant to Section 1317E of the *Corporations Act*, that between 1 January 2001 and 30 March 2001, the Third Defendant, as the Chairman of Directors of One.Tel Limited (in liquidation) ("One.Tel"), contravened s 180(1) of the *Corporations Law* by failing to recommend to the Board (if necessary, at a special Board meeting convened by him for that purpose) on, or alternatively after 28 February 2001, that One.Tel and its subsidiaries ("the One.Tel Group") cease trading or appoint an administrator unless the Board was satisfied that cash injections totalling in the order of at least \$270m could be obtained as and when required over the next 9 to 12 months of trading.

2

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2. A declaration, pursuant to Section 1317E of the *Corporations Act*, that between 1 January 2001 and 30 March 2001, the Third Defendant, as the Chairman of Directors of One.Tel, contravened s 180(1) of the *Corporations Law* by failing to take reasonable steps to monitor management of the One.Tel Group, to properly assess the financial position and performance of the One.Tel Group, and to properly and promptly detect and assess material adverse developments affecting the financial position and performance of the One.Tel Group.
3. A declaration, pursuant to section 1317E of the *Corporations Act*, that between 1 January 2001 and 30 March 2001, the Third Defendant, as the Chairman of Directors of One.Tel, contravened s 180(1) of the *Corporations Law* by failing to take reasonable steps to ensure that all material financial information was provided to the Board to enable the Board of One.Tel to monitor management, to properly assess the financial position and performance of the One.Tel Group, and to properly and promptly detect and assess any material adverse development affecting the financial position and performance, in particular information revealing the matters set out in paragraph 28(b) of the Third Further Amended Statement of Claim ("TFASC").
4. A declaration, pursuant to section 1317E of the *Corporations Act*, that between 1 January 2001 and 30 March 2001, the Third Defendant, as the Chairman of Directors of One.Tel, contravened s 180(1) of the *Corporations Law* by failing to take reasonable steps to ensure, in conjunction with the Joint Managing Directors, that systems were maintained and monitored which resulted in material financial information which was accurate and reliable, flowing from management to the Board of One.Tel.
5. An order, pursuant to sections 206C and 206E of the *Corporations Act*, that the Third Defendant be prohibited from managing corporations for four years.

3

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6. An order, pursuant to section 1317H(1) of the *Corporations Act*, that the Third Defendant pay compensation to One.Tel in an amount of \$20 million.
7. An order that the Third Defendant pay the Plaintiff's costs of its claim against him in the agreed amount of \$350,000.00, inclusive of all outstanding costs orders.

The Court Notes that:

8. It is agreed between ASIC and the Third Defendant that the declarations and orders to which the Third Defendant is consenting will not constitute full satisfaction of ASIC's claims made in these proceedings and that ASIC is at liberty to pursue its claims against the other defendants and any other persons.
9. It has made the declarations and orders numbered 1 to 7 noting that they are intended to be operative only between the Plaintiff and the Third Defendant and are not intended to be binding on or in any way affect any other defendant in the proceedings.
10. In particular the declarations concerning the conduct that constituted the contraventions of the *Corporations Law* are not binding upon or conclusive evidence of facts against any other defendant in the proceedings.

His Honour Justice White

Ordered: 6 September 2004

Entered: 29 October 2004

05 / 0099

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

Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) exempts the person specified in Schedule A from subsection 601FC(4) of the Act in the case set out in Schedule B and on the condition set out in Schedule C.

SCHEDULE A

AMP Capital Investors Ltd ACN 001 777 591 (the *Responsible Entity*) as the responsible entity of AMP Capital Global Property Securities Fund ARSN 112 377 198 (the *Scheme*).

SCHEDULE B

The investment of scheme property or the keeping of scheme property of the Scheme invested in a managed investment scheme (the *REIT*) that:

- (i) is not registered under Chapter 5C of the Act; and
- (ii) is operated by a body that is incorporated or formed in the United States of America (*USA*) or a State of the USA; and
- (iii) has qualified by election as a real estate investment trust as referred to in section 856 of the Internal Revenue Code of 1986 of the USA (the *Code*) or any provision that replaces that section and the responsible entity reasonably believes that such election has not been terminated or revoked under subsection 856(g) of the Code; and
- (iv) has issued interests that are registered under the Securities Exchange Act of 1934 of the USA, and is an issuer that is required by that legislation to file annual and other periodic reports with the Securities and Exchange Commission of the USA (the *SEC*); and
- (v) is subject to the enforcement and other powers of the SEC of the USA under the Securities Act of 1933, Securities Exchange Act of 1934 and the Sarbanes-Oxley Act of 2002 of the USA; and

where the interests in the REIT are traded on the New York Stock Exchange, the American Stock Exchange, the National Association of Securities Dealers Automated Quotation National Market or the Nasdaq Stock Market of the USA.

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05 / 0099

SCHEDULE C

The responsible entity must at reasonable intervals make such enquiries as are reasonably necessary to confirm that the election of the REIT referred to in paragraph (iii) of Schedule B has not been terminated or revoked as referred to in that paragraph.

Dated this 18th day of January 2005



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

05 / 0100

**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 Part 5C of the Act applies to the person specified in Schedule A in the case referred to in Schedule B until 30 June 2005 as if section 601GC of the Act were modified or varied by:

1. in paragraph 601GC(1)(a) deleting "special resolution of the members of the scheme" and substituting "each and every member of the scheme providing their written consent to the modification, or repeal and replacement".

Schedule A

AMP Capital Investors Limited ACN 001 777 591 as responsible entity of the:

1. AMP Wholesale Shopping Centre Trust 1 ARSN 103 738 834; and the
2. AMP Wholesale Shopping Centre Trust 2 ARSN 103 738 727 (each a "Registered Scheme").

Schedule B

1. The only unit holders in the Registered Scheme are one or both of:
 - (a) AMP Life Limited ACN 079 300 379; and
 - (b) Westfield Management Limited ACN 001 670 579.
2. All interests in the Registered Scheme were issued in circumstances that did not require the Responsible Entity to issue a disclosure document or Product Disclosure Statement under the Act.

Dated this 1st day of February 2005



Signed by Conrad Rainer
as a delegate of the Australian Securities and Investment Commission

05 / 0101

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

Pursuant to paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if items 11 and 12 of the table in subsection 633(1) of the Act were modified by omitting the words "no later than 15 days" and substituting the words "no later than 18 days".

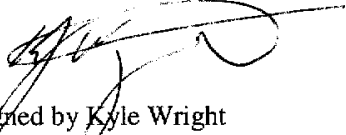
Schedule A

Qven Limited ACN 003 485 078 (the "target")

Schedule B

An off-market bid by GPS Online Limited ACN 010 720 117 for all the fully paid ordinary shares in the target in respect of which a bidder's statement was lodged with ASIC on 23 December 2004, and where the target informs the market by 9.30am on the next trading day after the date of this declaration of the effect of this declaration.

Dated this 1 February 2004



Signed by Kyle Wright
as a delegate of the Australian Securities and Investments Commission

05 / 0102

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

Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) exempts the person specified in Schedule A from subsection 601FC(4) of the Act in the case set out in Schedule B and on the condition set out in Schedule C.

SCHEDULE A

Colonial First State Investments Limited ACN 002 348 352 (the **Responsible Entity**) as the responsible entity of Colonial First State Wholesale Global Property Securities Fund ARSN 108 688 777 (the **Scheme**).

SCHEDULE B

The investment of scheme property or the keeping of scheme property of the Scheme invested in a managed investment scheme (the **REIT**) that:

- (i) is not registered under Chapter 5C of the Act; and
- (ii) is operated by a body that is incorporated or formed in the United States of America (**USA**) or a State of the USA; and
- (iii) has qualified by election as a real estate investment trust as referred to in section 856 of the Internal Revenue Code of 1986 of the USA (the **Code**) or any provision that replaces that section and the responsible entity reasonably believes that such election has not been terminated or revoked under subsection 856(g) of the Code; and
- (iv) has issued interests that are registered under the Securities Exchange Act of 1934 of the USA, and is an issuer that is required by that legislation to file annual and other periodic reports with the Securities and Exchange Commission of the USA (the **SEC**); and
- (v) is subject to the enforcement and other powers of the SEC of the USA under the Securities Act of 1933, Securities Exchange Act of 1934 and the Sarbanes-Oxley Act of 2002 of the USA; and

where the interests in the REIT are traded on the New York Stock Exchange, the American Stock Exchange, the National Association of Securities Dealers Automated Quotation National Market or the Nasdaq Stock Market of the USA.

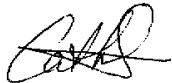
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SCHEDULE C

05 / 0102

The responsible entity must at reasonable intervals make such enquiries as are reasonably necessary to confirm that the election of the REIT referred to in paragraph (iii) of Schedule B has not been terminated or revoked as referred to in that paragraph.

Dated this 2nd day of February 2005



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

05 / 0 1 0 3

**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 March 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 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.

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(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 a scheme; and

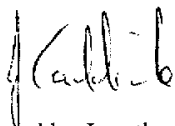
transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable 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."

Schedule

Credit Suisse Asset Management (Australia) Limited ACN 007 305 384 in its capacity as responsible entity of:

- a) MasterWrap – Mercer Australian Shares Fund, ARSN 112 642 396;
- b) MasterWrap – Mercer Australian Small Companies Fund, ARSN 112 642 261;
- c) MasterWrap – Mercer Conservative Growth Fund;
- d) MasterWrap – Mercer Growth Fund, ARSN 112 642 565;
- e) MasterWrap – Mercer High Growth Fund, ARSN 112 642 725;
- f) MasterWrap – Mercer Moderate Growth Fund, ARSN 112 642 645;
- g) MasterWrap – Mercer Overseas Shares Fund, ARSN 112 642 109; and
- h) MasterWrap – Mercer Overseas Small Companies Fund, ARSN 112 642 823.

Dated this 3rd day of February 2005



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

05 / 0104

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

1. Under paragraph 951B(1)(c) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") declares that Part 7.7 of the Act applies in relation to Deutsche Australia Limited (ACN 006 385 593) ("DAL") in the case specified in Schedule A as if:
 - (a) subsection 941D(1) were modified or varied by deleting the words "must be given to the client as soon as practicable after it becomes apparent to the providing entity that the financial service will be, or is likely to be, provided to the client, and must in any event be given to the client before the financial service is provided" and inserting instead the words "may be given to the client before or at the same time as the financial service is provided to the client"; and
 - (b) subsections 941D(2), (3) and (4) were omitted.
2. Under paragraph 951B(1)(a) of the Act ASIC exempts DAL in the case specified in Schedule A from section 940C of the Act.
3. Under paragraph 951B(1)(c) of the Act, ASIC declares that Part 7.7 of the Act applies in relation to DAL in the case specified in Schedule A as if subsection 942B(2) of the Act were modified or varied by omitting paragraph 942B(2)(c) and substituting:

"(c) information about the financial services (the *authorised services*) that the providing entity is providing to or is to provide to the client, and the financial products to which those services relate; and"
4. Under paragraph 951B(1)(c) of the Act, ASIC declares that Part 7.7 of the Act applies in relation to DAL in the case specified in Schedule A as if:
 - (a) section 942A of the Act were modified or varied by:
 - (i) omitting "The title" from subsection 942A(1) and substituting "Subject to section 942DB, the title"; and
 - (ii) omitting "In any other part" from subsection 942A(2) and substituting "Subject to section 942DB, in any other part"; and
 - (b) Subdivision B of Division 2 of Part 7.7 of the Act were modified or varied by adding after section 942DA:

"942DB Combining a Financial Services Guide and a Prospectus in a single document"

 - (1) A Financial Services Guide and a prospectus may be issued as a single document if:
 - (a) the financial service is:

05 / 0104

- (i) provided pursuant to an intermediary authorisation between the providing entity and the person offering securities for issue; or
 - (ii) making a market for the securities in accordance with an arrangement described in the document; and
- (b) the document is divided into 2 separate parts:
- (i) a part identifiable as a Financial Services Guide that satisfies the requirements of the Act for a Financial Services Guide; and
 - (ii) a part identifiable as a prospectus that satisfies the requirements for a prospectus; and
- (c) the part identifiable as a Financial Services Guide is referred to at or near the front of the document; and
- (d) the document clearly and prominently discloses:
- (i) the identity of the providing entity and the person offering securities for issue; and
 - (ii) the nature of the relationship between the providing entity and the person offering securities for issue; and
 - (iii) the liability of the providing entity in relation to the document.
- (2) For the single document:
- (a) the part of the document identifiable as a Financial Services Guide may provide for matters by cross-reference to the part identifiable as a prospectus rather than by fully setting out material; and
 - (b) if the document includes cross-references:
 - (i) the document as a whole must include all of the information required by subsection 942B(6A); and
 - (ii) the use of cross-references must not have the effect that the document is misleading or deceptive.
- (3) For the purposes of subsection (1):
- intermediary authorisation* has the same meaning as in paragraph 911A(2)(b); and
- the person offering securities for issue* is the person offering securities for issue for the purposes of Chapter 6D."

Schedule A

Where DAL provides or offers to provide financial services in connection with the offer of Shares and the provision of the Liquidity Facility.

Interpretation**05 / 0104**

In Schedule A to this instrument:

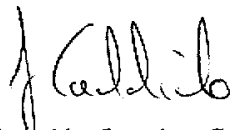
"Deutsche Xenon" means Deutsche Xenon Alpha Plus2 Limited ACN 110 295 666.

"Liquidity Facility" means the liquidity facility to be described in the Prospectus under which holders of Shares may dispose of all or part of their holdings of Shares.

"Prospectus" means a prospectus to be lodged with ASIC in or around February 2005 offering redeemable preference shares to be issued by Deutsche Xenon.

"Shares" means the redeemable preference shares issued, or to be issued, by Deutsche Xenon and which are to be offered under the Prospectus.

Dated this 3rd day of February 2005



Signed by Jonathan Caddick
as delegate of the Australian Securities and Investments Commission

**ASIC**

Australian Securities & Investments Commission

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

Under paragraph 655A(1)(a) of the Corporations Act 2001 ("the Act"), the Australian Securities and Investments Commission ("ASIC") exempts the persons specified in Schedule A from subsection 606(1) of the Act in the case referred to in Schedule B on the conditions set out in Schedule C and for so long as they are met.

Schedule A

Consolidated Minerals Limited ACN 000 727 926 ("**CML**") and its related bodies corporate.

Schedule B

Acquisitions of fully paid ordinary shares in Reliance Mining Limited ACN 009 080 406 ("**Reliance**") resulting directly from the exercise of convertible notes to acquire fully paid ordinary shares in Reliance ("**Convertible notes**") where:

- (a) the Convertible Notes were acquired by CML under a takeover bid for all of the issued convertible notes in Reliance, in respect of which a bidder's statement will be lodged with ASIC on or about 27 January 2005 ("**Convertible Note Offer**"); and
- (b) CML makes a takeover bid for all the issued fully paid ordinary shares in Reliance in respect of which a bidder's statement will be lodged with ASIC on or about 27 January 2005 ("**Share Offer**").


Schedule C

- 1. The Convertible Note Offer is subject to a non-waivable defeating condition that the Share Offer becomes:
 - (a) or is declared unconditional; or
 - (b) subject only to conditions of either or both of the following kind:

05 / 0105

- (i) conditions that relate only to the happening of an event or circumstance referred to in subsection 652C(1) or (2); or
 - (ii) the condition required by subsection 625(3).
2. Offers under the Convertible Notes Offer and the Share Offer are first sent on the same day.
 3. The bidder's statement in respect of the Share Offer and the Convertible Notes Offer discloses that CML has received this relief from ASIC and provides a brief description of the terms of the relief.
 4. The bidder's statement in respect of the Share Offer and the Convertible Notes Offer discloses CML's intentions in relation to the exercise of Convertible Notes it acquires under the Convertible Notes Offer.
 5. The offer under the Convertible Notes Offer is \$0.30 and 0.1 fully paid ordinary share in CML for every Convertible Note held by Reliance convertible note holders.

Dated 27 January 2005



.....
Signed by Stefan Pfeifle

As a delegate of the Australian Securities and Investments Commission

**ASIC**

Australian Securities & Investments Commission

05 / 0106

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

Under paragraph 655A(1)(a) of the Corporations Act 2001 ("the Act"), the Australian Securities and Investments Commission ("ASIC") exempts the persons specified in Schedule A from subsection 623(1) of the Act in the case referred to in Schedule B on the conditions set out in Schedule C and for so long as they are met.

Schedule A

Consolidated Minerals Limited ACN 000 727 926 ("**CML**") and its related bodies corporate.

Schedule B

The payment by CML of interest that will be owing as of 8 March 2005 on the convertible notes ("**Convertible Notes**") on issue in Reliance Mining Limited ACN 009 080 406 ("**Reliance**") to the holders of the Convertible Notes which interest payment does not exceed \$0.016 per convertible note where the holders of the Convertible Notes, prior to 8 March 2005, either:

- (a) convert their Convertible Notes into fully paid ordinary shares in Reliance and accept the takeover bid of CML for all of the issued shares in Reliance, in respect of which a bidder's statement will be lodged with ASIC on or about 27 January 2005 ("**Share Offer**"); or
- (b) accept the takeover bid of CML for all of the issued convertible notes in Reliance, in respect of which a bidder's statement will be lodged with ASIC on or about 27 January 2005 ("**Convertible Note Offer**").

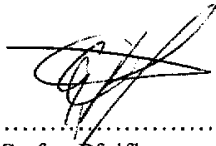
Schedule C

1. The bidder's statement in respect of the Share Offer and the Convertible Note Offer discloses that CML has received this relief from ASIC and provides a brief description of the terms of the relief.

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2. The offers under the Share Offer and the Convertible Note Offer must not close prior to 8 March 2005.

Dated 27 January 2005



.....
Signed by Stefan Pfeifle
As a delegate of the Australian Securities and Investments Commission

**ASIC**

Australian Securities & Investments Commission

05 / 0107

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Act applies to persons specified in Schedule A in the case specified in Schedule B as if section 707 of the Act were modified or varied by:

1. omitting subsections 707(3) and (4) and substituting:

- "(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:
- (a) without disclosure to investors under this Part; and
 - (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;
- and section 708 or 708A does not say otherwise.
- (4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."; and

2. inserting the following subsection immediately after subsection 707(4):

- "(4A) Despite subsection (4), a body will not be taken to have the purpose referred to in paragraph 3(b) merely because the body makes available, or causes to be made available, a facility that allows a person who has accepted an offer under a takeover bid to sell some or all of the body's securities that they receive (or are entitled to receive) as a result of their acceptance of the offer.".

SCHEDULE A

Any person who makes an offer of the kind referred to in Schedule B.

05 / 0107

SCHEDULE B

An offer of shares ("Securities") where the Securities were issued by Consolidated Minerals Limited ACN 000 727 926 ("CML") as consideration as a result of an acceptance of an offer to acquire securities under a takeover bid made by Consolidated Nickel Pty Ltd ACN 074 722 759, a wholly owned subsidiary of CML, for all of the issued shares and convertible notes in Reliance Mining Limited ACN 009 080 406 under a bidder's statement prepared by CML and dated on or about 27 January 2005.

Dated this 27 day of January 2005.



.....
Signed by Stefan Pfeifle
as a delegate of the Australian Securities and Investments Commission

05 / 0108

**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*), ASIC exempts Macquarie Bank Limited (ACN 008 583 542) and its Authorised Subsidiaries (each, a **Relevant Macquarie Entity**) from section 1019F of the Act in the case referred to in Schedule A on the conditions in Schedule B for so long as they are met.

Schedule A

Where a Relevant Macquarie Entity from time to time invites Shareholders of Macquarie Equinox Limited (**Equinox**) (ARBN 105 989 231) to make an offer to sell Participating Equinox Shares through a Regular Sale Facility.

Schedule B

The Invitation must be made in a Product Disclosure Statement through which the Regular Sale Facility is offered.

Interpretation

Authorised Subsidiary means, in relation to MBL, a subsidiary which:

- (a) holds an Australian financial services licence covering the provision of financial services provided by that subsidiary in relation to the Regular Sale Facility; or
- (b) is exempt from the requirement to hold an Australian financial services licence for financial services it provides in relation to the Regular Sale Facility.

Invitation means an invitation to a Shareholder to make an offer to sell Participating Equinox Shares to the Relevant Macquarie Entity making the invitation.

Participating Equinox Shares means redeemable participating limited voting shares in Equinox other than such shares comprising Class D.

Product Disclosure Statement has the meaning given by section 761A of the Act

Regular Sale Facility means a facility through which Shareholders sell Participating Equinox Shares to a Relevant Macquarie Entity.

Shareholder means a holder of a Participating Equinox Share.

Dated this 8th day of February 2005



Signed by Nita Alexander
as 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: RSG Funds Management Limited, ("the Licensee")
Level 5, 77 Southbank Boulevard, SOUTHBANK VIC 3006

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 225749 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 8th day of February 2005.

Signed


.....

Frank Varga, a delegate of the Australian Securities and Investments
Commission

0 5 / 0 1 1 3

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

Pursuant to paragraph 655A(1)(a) of the Corporations Act 2001 ('Act'), the Australian Securities and Investments Commission exempts the person specified in Schedule A ('Bidder') from the requirement in subsection 621(3) of the Act, that takeover bid consideration must equal or exceed the maximum consideration that an associate of the Bidder provided or agreed to provide for a security in the bid class, in the case specified in Schedule B.

Schedule A

Plzen Pty Ltd ACN 065 905 571

Schedule B

Purchases of ordinary shares in Virgin Blue Holdings Limited (ACN 100 686 226) ('Virgin') by entities who are associates of the Bidder merely because of the provisions of an agreement dated 10 November 2003 between the Bidder, Cricket SA (Company no CH-660 0485000-7) and Virgin Holdings SA (Company no CH-660 1578998-2).

Dated this 4th day of February 2005



Signed by Kathleen Cuneo

as a delegate of the Australian Securities and Investments Commission

05 / 0115

**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 March 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsection (5), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsection (5), 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) In this section:

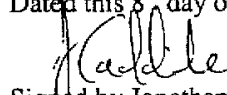
information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme; and

transaction costs means, in relation to the acquisition of an interest in the scheme 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."

Schedule

Mariner Securities Limited ACN 002 163 180 in its capacity as responsible entity of the Mariner Wholesale Mortgage Trust ARSN 112 662 987.

Dated this 8th day of February 2005



Signed by Jonathan Caddick

as a delegate of the Australian Securities and Investments Commission

05 / 0116

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

Pursuant to 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 March 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5), (6), (7), (8) and (9), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), (6), (7), (8) and (9), 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.

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05 / 0116

(7) The constitution does not have to make adequate provision for any entry fee that must be paid to acquire an interest in the scheme provided that:

- (a) the constitution states the maximum amount of entry fee 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:
 - (i) the maximum amount of entry fee that must be paid to acquire an interest in the scheme; and
 - (ii) the factors that will affect the actual amount of entry fee 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:
 - (i) the maximum amount of entry fees that must be paid to acquire an interest in the scheme; and
 - (ii) the factors that will affect the actual amount of entry fee that must be paid to acquire an interest in the scheme.

(8) The constitution does not have to make adequate provision for any exit fee that must be paid to withdraw an interest from the scheme provided that:

- (a) the constitution states the maximum amount of exit 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:
 - (i) the maximum amount of exit fees that must be paid to withdraw an interest from the scheme; and
 - (ii) the factors that will affect the actual amount of exit 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:
 - (i) the maximum amount of exit fees that must be paid to withdraw an interest from the scheme; and
 - (ii) the factors that will affect the actual amount of exit fees that must be paid to withdraw an interest from the scheme.

(9) In this section:

entry 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;

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05 / 0116

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

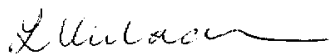
information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme; and

transaction costs means, in relation to the acquisition of an interest in the scheme 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."

Schedule

AMP Capital Investors Limited ABN 59 001 777 591 in its capacity as responsible entity of Future Directions Property (Feeder) Fund ARSN 112 619 539.

Dated this 4th day of February 2005



Signed by Lidia Muhieddine
as a delegate of the Australian Securities and Investments Commission

05 / 0117

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

Pursuant to 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 March 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5), (6), (7), (8) and (9), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), (6), (7), (8) and (9), 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.

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05 / 0117

(7) The constitution does not have to make adequate provision for any entry fee that must be paid to acquire an interest in the scheme provided that:

- (a) the constitution states the maximum amount of entry fee 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:
 - (i) the maximum amount of entry fee that must be paid to acquire an interest in the scheme; and
 - (ii) the factors that will affect the actual amount of entry fee 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:
 - (i) the maximum amount of entry fees that must be paid to acquire an interest in the scheme; and
 - (ii) the factors that will affect the actual amount of entry fee that must be paid to acquire an interest in the scheme.

(8) The constitution does not have to make adequate provision for any exit fee that must be paid to withdraw an interest from the scheme provided that:

- (a) the constitution states the maximum amount of exit 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:
 - (i) the maximum amount of exit fees that must be paid to withdraw an interest from the scheme; and
 - (ii) the factors that will affect the actual amount of exit 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:
 - (i) the maximum amount of exit fees that must be paid to withdraw an interest from the scheme; and
 - (ii) the factors that will affect the actual amount of exit fees that must be paid to withdraw an interest from the scheme.

(9) In this section:

entry 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;

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

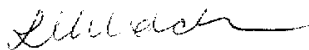
information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme; and

transaction costs means, in relation to the acquisition of an interest in the scheme 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."

Schedule

AMP Capital Investors Limited ABN 59 001 777 591 in its capacity as responsible entity of Future Directions Property Fund ARSN 112 619 431.

Dated this 4th day of February 2005



Signed by Lidia Muhieddine
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) of the *Corporations Act 2001* ("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 March 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 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.

05 / 0118

(7) In this section:

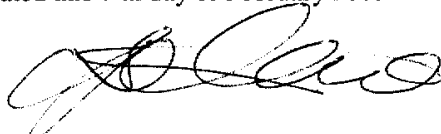
information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme; and

transaction costs means, in relation to the acquisition of an interest in the scheme 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."

Schedule

Macquarie Capital Alliance Management Limited ACN 105 777 704 in its capacity as responsible entity of Macquarie Capital Alliance Trust ARSN 112 638 212

Dated this 7th day of February 2005



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

05 / 0119

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

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies in relation to the persons specified in Schedule A in relation to an agreement referred to in Schedule B as if it were modified or varied by:

1. inserting at the beginning of each of paragraphs 12(2)(b) and (c) "subject to subsection 12(2A),"; and
2. inserting after subsection 12(2):

“(2A) For the purposes of paragraphs 12(2)(b) and (c), the second person is not an associate of the primary person in relation to a designated body merely because:

 - (a) they have entered or propose to enter into a relevant agreement; and
 - (b) one of them has or will have a right under that relevant agreement (whether the right is enforceable presently or in the future) to restrict the other person from entering into an agreement for the designated body to buy-back securities held by the other person.”.
2. The following subsection were inserted immediately after subsection 609(10):

“(11) A company does not have a relevant interest in its securities merely because of an agreement which restricts a person from entering into an agreement for the company to buy-back the securities.”.

Schedule A

Central Equity Limited ABN 27 006 708 738 ("Central Equity") and any person who has entered or proposes to enter into an agreement of the kind referred to in Schedule B.

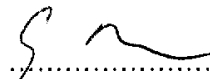
Schedule B

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An agreement between Central Equity and another person which restricts the other person from entering into an agreement for Central Equity to buy-back shares held by that person pursuant to a share buy-back scheme offered or to be offered on or around 24 February 2005 to the extent necessary to ensure that Central Equity would not, under the share buy-back scheme, acquire a substantial asset from the other person for the purposes of Listing Rule 10.1 of the ASX Listing Rules as at the date of this instrument.

Dated this 9th day of February 2005

Signed:



.....
Gadi Bloch, a delegate of the
Australian Securities and Investments Commission

05 / 0120

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 257D(4) - Exemption**

Pursuant to subsection 257D(4) of the Act, ASIC exempts the person named in Schedule A from compliance with section 257D of the Act in the case referred to in Schedule B on the conditions specified in Schedule C and for so long as those conditions are met.

SCHEDULE A

Central Equity Limited ABN 27 006 708 738

SCHEDULE B

A share buy-back scheme offered or to be offered on or around 10 February 2005 to all Shareholders which:

1. is substantially in the terms contemplated by the draft offer document provided to ASIC on 8 February 2005; and
2. complies with the conditions in subsection 257B(2) of the Act subject to subsection 257B(3) of the Act, except:
 - (a) that Central Equity does not comply with paragraph (a) of subsection 257B(2) of the Act but rather makes Buy-Back Invitations which relate only to Shares;
 - (b) that Central Equity does not comply with paragraph (b) of subsection 257B(2) of the Act, but rather invites all shareholders as at a specified record date (other than Excluded Foreign Shareholders) to Offer for sale to Central Equity any number of their Shares in accordance with the terms and conditions of the Buy-Back Invitations;
 - (c) that Central Equity does not comply with paragraph (c) of subsection 257B(2) of the Act but rather all Shareholders (other than Excluded Foreign Shareholders) have a reasonable opportunity to Offer for sale any number of their Shares to Central Equity in accordance with the terms and conditions of the Buy-Back Invitations;
 - (d) that Central Equity does not comply with paragraph (d) of subsection 257B(2) of the Act but rather the buy-back agreements are not entered into until the Offer Period has closed; and
 - (e) that Central Equity does not comply with paragraph (e) of subsection 257B(2) of the Act but rather the Buy-Back Invitations are to be made by Central Equity to all Shareholders (other than to Excluded Foreign

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Shareholders) to Offer their Shares to Central Equity for Central Equity to buy back those Shares on the same terms subject to:

- (i) each Shareholder having the ability to nominate a maximum number of Shares which they wish to Offer for sale to Central Equity;
- (ii) Shareholders with a Small Holding being required to Offer all of their Shares for sale to Central Equity; and
- (iii) a Scale Back Mechanism operating in the manner described in condition 2 of Schedule C to ensure that Central Equity does not exceed the limit specified in condition 1 of Schedule C and that no shareholder is left with a non-Marketable Parcel of Shares.

SCHEDULE C

1. The number of Shares that Central Equity buys back does not exceed 8,618,897 Shares or such number determined by Central Equity (including a lesser number), but such number must not exceed the smallest number of voting shares of Central Equity on issue at any time during the 12 months before the commencement of the Offer Period to which 10% of the votes attaching to voting shares in Central Equity attached.
2. Central Equity makes it a term of the Buy-Back Invitations that, if at the close of offers, Central Equity has received Offers in aggregate for more than the Buy-Back Limit:
 - (a) Central Equity will buy back the first 250 Shares nominated by each acceptor, including all Small Holdings; and then
 - (b) the number of each acceptor's Shares that will be bought back will be reduced by the same proportion (pro rata), being the proportion needed to ensure that the number of Shares bought back does not exceed the Buy-Back Limit,

except that, where this scale back mechanism would otherwise result in an acceptor being left with a holding which is less than a Marketable Parcel of Shares, then Central Equity will buy back all of that acceptor's Shares prior to commencing the pro rata reduction.

Interpretation

In this instrument:

Act means Corporations Act 2001.

ASIC means the Australian Securities and Investments Commission.

Buy-Back Invitations means invitations by Central Equity to Shareholders to offer to sell Shares to Central Equity.

Buy-Back Limit means 8,618,897 Shares or such other number of Shares as is determined by Central Equity in accordance with condition 1 of Schedule C.

Central Equity means Central Equity Limited ABN 27 006 708 738.

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Excluded Foreign Shareholder means any person holding Shares:

- (a) to whom the Buy-Back Invitation may not lawfully be made under the laws of the jurisdiction in which they are resident; or
- (b) whose participation in the Buy-Back is not permitted under the laws of the jurisdiction in which they are resident.

Marketable Parcel means a parcel of Shares of not less than \$500 based on the closing price of the Shares on the Stock Exchange Automated Trading System on the last day of the Offer Period.

Offer means an offer made in accordance with the Buy-Back Invitations by a Shareholder to sell to Central Equity a specified number of Shares by delivering to Central Equity an offer form (which has not been withdrawn).

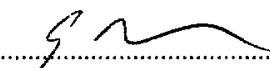
Offer Period means the time period beginning when the Buy-Back Invitations are open and ending when the Buy-Back Invitations are closed (i.e. [*] to [*], or such other period nominated by Central Equity, not being less than 15 business days).

Shares means fully paid ordinary shares in the capital of Central Equity.

Shareholder means a registered holder of Shares.

Small Holding means a parcel of 250 Shares or less.

Dated this 9th day of February 2005

Signed: 
Gadi Bloch, as a delegate of the
Australian Securities and Investments Commission

05 / 0121

**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, until 16 May 2005, Standard & Poors Information Services (Australia) Pty Limited ACN 096 167 556 ("SPIS") from the requirement to hold an Australian financial services licence for the financial services referred to in Schedule A in the case referred to in Schedule B on the conditions referred to in Schedule C and for so long as those conditions are met.

Schedule A

The financial service is financial product advice consisting of:

1. general advice in respect of one or more of the following:
 - (i) a investment life insurance product;
 - (ii) an IDPS;
 - (iii) a superannuation product; or
2. personal advice provided to a person as a wholesale client in respect of one or more of the following:
 - (i) a superannuation product;
 - (ii) an IDPS;
 - (iii) an interest in a managed investment scheme;
 - (iv) a security.

Schedule B

Where:

1. SPIS holds an Australian financial services licence authorising it to provide financial services other than the financial services referred to in Schedule A;
2. SPIS acquires or completes the acquisition of the financial services business carried on by Assirt Pty Limited ACN 009 176 078 ("Assirt") on or around 9 February 2005; and
3. prior to the acquisition of Assirt's financial services business by SPIS, Assirt held an Australian financial services licence authorising it to provide the financial services referred to in Schedule A..

Schedule C

SPIS must:

1. lodge an application with ASIC by 15 March 2005 to vary the conditions of its Australian financial services licence under section 914A of the Act to insert an authorization for it to provide the financial services referred to in Schedule A; and
2. do all things necessary to ensure that the financial services referred in Schedule A are provided efficiently, honestly and fairly; and

05 / 0121

3. have available adequate resources (including financial, technological and human resources) to provide the financial services referred to in Schedule A; and
4. maintain the competence to provide the financial services referred to in Schedule A; and
5. ensure that its representatives are adequately trained, and are competent, to provide the financial services referred to in Schedule A.

Interpretation

For the purposes of this instrument:

1. **disallowable legislative instrument** means any disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;
2. **financial product advice** has the meaning given by section 766B of the Act;
3. **general advice** has the meaning given by subsection 766B(4) of the Act; and
4. **IDPS** means an investor directed portfolio service in relation to which the operator has relief under ASIC Class Order [02/294] as at the date of this instrument and as amended by any disallowable legislative instrument, or relief under any disallowable legislative instrument that replaces ASIC Class Order [02/294];
5. **investment life insurance product** has the meaning given by section 761A of the Act;
6. **personal advice** has the meaning given by subsection 766B(3) of the Act; and
7. **security** has the meaning given by section 761A of the Act;
8. **superannuation product** has the meaning given by section 761A of the Act;
9. **wholesale client** has the meaning given by section 761A of the Act;

Commencement

This instrument takes effect on gazettal.

Dated the 10th February 2005



Signed by Janice Chandra
as delegate of the Australian Securities and Investments Commission

0 5 / 0 1 2 2

**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 March 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 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.

(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 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.

(7) **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

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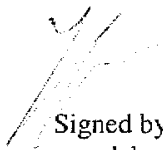
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or disposal of scheme assets, merely because the interest has been acquired or the withdrawal request is met.

Schedule

Hastings Funds Management Limited ACN 058 693 388 as responsible entity for
Hastings High Yield Fund ARSN 112 579 129.

Dated this 10th day of February 2005.



Signed by James Grapsas
as a delegate of the Australian Securities and Investments Commission

05 / 0123

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

Pursuant to paragraph 1020F(1)(a) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") exempts the persons specified in Schedule A from section 1019F of the Act in the case mentioned in Schedule B on the conditions in Schedule C for so long as they are met.

Schedule A

Foster's Group Limited ACN 007 620 886 ("FGL")
Computershare Investor Services Pty Limited ACN 078 279 277 and ETrade Australia
Securities Limited ACN 078 174 973 (together referred to as the "**Broker**")

Schedule B

FGL invites Eligible Shareholders to offer to sell or dispose of FGL Shares where:

- (a) the Invitation is in writing and dated on or about 11 April 2005; and
- (b) the correct closing price of FGL Shares on the ASX as at the last trading day before the date of the Invitation is quoted in the Invitation; and
- (c) the sale or disposal of the FGL Shares is made through an arrangement made by the Broker acting on behalf of the Eligible Shareholder, and the Broker is under an obligation to sell the FGL Shares at the best price reasonably obtainable at the time of the relevant sale; and
- (d) the sale or disposal of the FGL Shares is conducted on the ASX.

Schedule C

FGL does all things necessary to ensure that the Invitation prominently discloses and sets out:

- (a) the correct closing price of FGL Shares on the ASX as at the last trading day before the date of the Invitation; and
- (b) a description of the persons who are eligible to participate in the Share Sale Facility and the number of FGL Shares held by the Eligible Shareholder at 7.00 pm on the Record Date; and
- (c) a statement that the price FGL Shares is subject to change from time to time; and
- (d) a statement about how up-to-date information on the price of FGL Shares can be obtained; and
- (e) information about expenses payable by Eligible Shareholders relating to the services provided by the Broker to Eligible Shareholders who accept the Invitation;
- (f) information about any other significant characteristics or features of the Invitation or the Share Sale Facility or of the rights, terms, conditions and obligations attaching to accepting the Invitation including, without limitation:
 - I. the period during which the Invitation remains open; and
 - II. a description of the manner in which the sale of FGL Shares will be conducted, how FGL Shares will be sold and how the sale price to be received by the Eligible Shareholders who accept the Invitation will be determined; and
- (g) the risks associated with the sale or disposal of a large volume of the FGL Shares on one the ASX in terms of the sale price which the Eligible Shareholder who accept the invitation will receive; and

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- (h) if any of the persons referred to in Schedule A makes other information relating to the Invitation or the Share Sale Facility available to Eligible Shareholders, or to persons more generally – a statement of how that information may be accessed; and
- (i) if the Invitation is made up of two or more separate documents – all of the documents are given to the Eligible Shareholder at the same time.

Interpretation

ASX means the licensed market operated by the Australian Stock Exchange Ltd (ACN 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

Eligible Shareholder means each person or persons who, according to the FGL Share Register, has a holding of FGL Shares that is less than a Marketable Parcel as at 7.00 pm on the Record Date.

FGL Share Register means the register of members maintained by FGL in accordance with paragraph 168(1)(a) of the Act.

FGL Shares means ordinary shares in FGL traded on the ASX.

Invitation means any written document or accompanying documents containing an invitation pursuant to which an Eligible Shareholder is informed that, in accordance with FGL's constitution, their FGL Shares will be sold on their behalf under the Share Sale Facility unless FGL is advised (in a manner specified in the Invitation) within a period (as specified in the Invitation) that they wish to retain their FGL Shares.

Marketable Parcel has the same meaning as set out in the ASX Listing Rules.

Record Date means 5 April 2005.

Share Sale Facility means the facility pursuant to which FGL will arrange the sale of the FGL Shares of relevant Eligible Shareholders, unless FGL is advised (in a manner specified in the Invitation) that the Eligible Shareholders wishes to retain their FGL Shares.

Dated this 10th day of February 2005



Signed by Tony Yiu
as delegate of the Australian Securities and Investments Commission

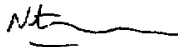
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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F(1)(a) – Variation**

Under paragraph 1020F(1)(a) of the *Corporations Act 2001* the Australian Securities and Investments Commission (*ASIC*) hereby varies ASIC instrument [05/0077], dated 28 January 2005, by:

- (a) in Schedule B, by deleting "the date of this instrument" and substituting "10 February 2005"; and
- (b) deleting "Prime Networks (New Zealand) Limited" and substituting "Prime Infrastructure Networks (New Zealand) Limited".

Dated this 10th day of February 2005



Signed by Nita Alexander
as 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.

ABI AUSTRALIA PTY LTD ACN 079 487 237 will change to a public company limited by shares. The new name will be **ABI AUSTRALIA LIMITED** ACN 079 487 237.

CBA CAPITAL AUSTRALIA PTY LIMITED ACN 106 780 956 will change to a public company limited by shares. The new name will be **CBA CAPITAL AUSTRALIA LIMITED** ACN 106 780 956.

CORNHILL GROUP LIMITED ACN 106 085 241 will change to a proprietary company limited by shares. The new name will be **CORNHILL GROUP PROPRIETARY LIMITED** ACN 106 085 241.

HEALING POWER LIMITED ACN 092 350 420 will change to a proprietary company limited by shares. The new name will be **HEALING POWER PTY LTD** ACN 092 350 420.

QUICKFLIX PTY. LTD. ACN 102 459 352 will change to a public company limited by shares. The new name will be **QUICKFLIX LIMITED** ACN 102 459 352.

TAU MINING LTD ACN 096 411 415 will change to a proprietary company limited by shares. The new name will be **TAU MINING PTY LIMITED** ACN 096 411 415.

AUTOMATIC RESIDENTIAL INVESTMENTS PLAN LTD ACN 106 583 555 will change to a proprietary company limited by shares. The new name will be **AUTOMATIC RESIDENTIAL INVESTMENTS PLAN PTY LTD** ACN 106 583 555.

COMMERCIAL EQUITY GROUP LTD. ACN 009 509 077 will change to a proprietary company limited by shares. The new name will be **COMMERCIAL EQUITY GROUP PTY LIMITED** ACN 009 509 077.

DEXION HOLDINGS PTY LIMITED ACN 105 330 041 will change to a public company limited by shares. The new name will be **DEXION LIMITED** ACN 105 330 041.

QUEST ENERGY PTY LTD ACN 009 215 598 will change to a public company limited by shares. The new name will be **QUEST ENERGY LIMITED** ACN 009 215 598.

SINCLAIR KNIGHT MERZ HOLDINGS PTY LIMITED ACN 001 024 102 will change to a public company limited by shares. The new name will be **SINCLAIR KNIGHT MERZ HOLDINGS LIMITED** ACN 001 024 102.

CORPORATIONS ACT 2001
Subsection 601AB(3) & 601PB(3)

Notice is hereby given that the organisations mentioned below will be deregistered when two months have passed since the publication of this notice.

Dated this eleventh day of February 2005

Jeremy McNeice
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
A.C.N. 052 123 761 PTY LIMITED	052 123 761
A.C.N. 065 825 872 PTY LTD	065 825 872
A.C.N. 084 157 844 PTY LTD	084 157 844
A.C.N. 094 429 937 PTY LIMITED	094 429 937
A.C.N. 098 099 435 PTY LTD	098 099 435
A. FORCE AIRCONDITIONING (QLD) PTY. LTD.	084 189 471
A.J.M. BELFIELD & ASSOCIATES PTY. LTD.	057 321 427
A.R. DISTRIBUTORS PTY LTD	071 026 321
ACCTON TECHNOLOGY (AUSTRALIA) PTY LTD	066 352 010
ACE DOOR SERVICES PTY LTD	084 146 565
A C INTERNATIONAL GROUP PTY LTD	089 390 652
A CUONG PTY LTD	084 235 745
ADVANCED SPORTS FOODS AUSTRALIA PTY LTD	089 433 090
ADVANTAGE AUSTRALIA ACT LICENCEE PTY LTD	089 422 506
ADVANTAGE AUSTRALIA NATIONAL LICENCEE PTY LTD	089 423 709
ADVANTAGE AUSTRALIA NSW LICENCEE PTY LTD	089 422 417
ADVANTAGE AUSTRALIA NT LICENCEE PTY LTD	089 422 480
ADVANTAGE AUSTRALIA QLD LICENCEE PTY LTD	089 422 426
ADVANTAGE AUSTRALIA SA LICENCEE PTY LTD	089 422 462
ADVANTAGE AUSTRALIA TAS LICENCEE PTY LTD	089 422 453
ADVANTAGE AUSTRALIA VIC LICENCEE PTY LTD	089 422 435
ADVANTAGE AUSTRALIA WA LICENCEE PTY LTD	089 422 499
AEGEAN BLUE PTY LTD	066 343 342
AEROSPACE COMPUTER TECHNOLOGY PTY LTD	075 521 783
AFTS HOLDINGS PTY LTD	071 012 345
AGTEC INVESTMENTS PTY LIMITED	084 210 248

Name of Company	ACN
AHAMAY PTY LTD	080 004 673
AIKAU PTY LTD	101 950 609
AIRPORT TERMINAL SERVICES PTY LTD	084 196 967
AIR TERMINAL SERVICES AUSTRALIA (ATSA) PTY LTD	084 197 008
ALABRANCH PTY LTD	098 050 670
ALLSTATE FINANCIAL SERVICES PTY LTD	089 337 824
AMALGAMATED SECURITY SERVICES PTY LTD	084 183 362
AMOS CORPORATE CARS PTY LTD	098 060 005
APEX CANDY PTY LTD	053 431 262
APOLLYON PTY. LIMITED	003 606 568
APT ADMINISTRATION PTY LIMITED	089 340 652
APT BOAT HIRE PTY LIMITED	089 326 787
AQUI'LIBERA PTY LTD	094 362 660
ARIDYNE CORPORATION PTY. LTD.	004 843 467
ASA CONSTRUCTIONS PTY LTD	000 088 988
ASIA ONLINE-AUSTRALIA FINANCE PTY LTD	089 444 682
ASIA ONLINE-AUSTRALIA PTY LTD	089 444 691
ASKUS PTY LIMITED	003 165 437
ASSET & WEALTH PTY LIMITED	098 095 660
ATECH ENTERPRISES LIMITED	075 537 709
ATRIO HOLDINGS PTY LTD	084 186 336
ATS CAR CARE PTY. LIMITED	101 921 019
AURA MAGNETICA PTY LIMITED	075 513 852
AUSCOM AVIATION SERVICES PTY LTD	084 230 062
AUST-ASIA INDUSTRIAL MINERALS N.L.	064 963 088
AUSTIN ENTERPRISES PTY LTD	094 359 047
AUSTRAL-ASIA CONSTRUCTIONS PTY. LIMITED	057 400 370
AUSTRALIA'S MOST WANTED PTY LTD	098 060 989
AUSTRALIA INDAN INTERNATIONAL PTY. LTD.	089 330 325
AUSTRALIAN BUSINESS & TECHNOLOGY BROKERS PTY. LTD.	089 450 608
AUSTRALIAN BUSINESS SUPPORT SERVICES PTY LTD	075 527 301
AUSTRALIAN EMPLOYMENT & IMMIGRATION GUIDE PTY LTD	101 935 022
AUSTRALIAN I.T. DEPOT PTY. LTD.	101 913 900
AUSTRALIAN MINING PROFESSIONALS PTY LTD	101 952 041
AUSTRALIAN PERSONALIZED TOURS PTY LIMITED	089 344 678
AUSTRALIAN PORTFOLIO SERVICES PTY LTD	094 363 774
AUSTRALIAN SCREW COMPANY PTY. LIMITED	066 097 256

Name of Company	ACN
AUSTRALIAN TELLER MACHINES (HOLDINGS) PTY. LTD.	084 231 569
AUSTURFIL INTERNATIONAL PTY. LIMITED	079 978 475
AUSUEN TRADING PTY LTD	009 338 881
AVECON PTY. LTD.	007 065 581
AVEPROP INVESTMENTS PTY LTD	101 954 241
AZAAD PTY LTD	089 352 705
B.K.B.N. NOMINEES PTY LTD	098 049 864
B.M.D. ACCOUNTANTING & MANAGEMENT CONSULTANTS PTY LTD	101 950 887
BABBAN HOLDINGS PTY. LIMITED	053 540 122
BAENET PTY LTD	089 365 355
BALENCIA PTY LTD	101 944 647
BALLITON PTY LTD	066 343 226
BAMBI SERVICES PTY LTD	084 154 745
BANGALOW PROPERTIES PTY LIMITED	002 830 435
BARNTON WAREHOUSING AND DISTRIBUTION PTY LTD	079 994 022
BASSFAIR PTY. LIMITED	084 187 520
BATTY PTY. LTD.	079 995 458
BAYCITY MACHINERY PTY LTD	070 964 662
BAYOVIEW PTY LTD	070 856 361
BENSHIRE PTY. LIMITED	006 195 437
BEN WHITE ENTERPRISES PTY LTD	071 049 333
BETWEEN THE PLATES PTY LTD	101 898 257
BEYOND WORDS PUBLICATIONS PTY LTD	094 353 278
BILLY LONGSTONE PTY LIMITED	089 330 610
BIMLA PTY LTD	101 939 726
BINJARRA PTY LTD	101 918 647
BLAYTIEN PTY LIMITED	084 178 361
BLONDES HAVE MORE FUN PTY. LTD.	084 241 261
BLUE LINE IMPORT-EXPORT CO PTY LTD	101 947 933
BM & AC JAMIESON PTY. LTD.	089 357 255
BODYCORP SOFTWARE PTY. LTD.	066 359 895
BODYWORK SOLUTIONS PTY. LTD.	089 445 616
BOLD CELEBRITY PTY. LTD.	008 192 710
BOSANSKI CLOSE PTY. LTD.	006 629 054
BOXA SHOES PTY. LTD.	066 318 787
BRANDON CALLUM PTY. LTD.	005 904 156
BRETT POLLOCK & ASSOCIATES PTY. LTD.	084 231 354

Name of Company	ACN
BRIDGEGLADE PTY LTD	075 475 053
BRIDGE INTERNATIONAL PTY LTD	079 935 890
BRISBANE'S BEST ACCOMMODATION SERVICE PTY. LTD.	084 150 354
BRONTE MANAGEMENT SERVICES PTY. LIMITED	057 390 100
BRSI PTY LTD	083 437 647
BRUNSWICK LOCKSMITHS PTY. LTD.	075 470 218
B2GLOBE PTY LTD	098 100 237
C. M. JUMUSH PTY. LIMITED	053 531 570
CADZOW CONSTRUCTIONS PTY. LTD.	101 938 103
CALOPHA GROUP PTY. LIMITED	098 037 391
CAM ENTERPRISES PTY LTD	079 971 798
CANZONET PTY. LTD.	005 904 727
CAOWEI (AUSTRALIA) PTY LTD	079 930 779
CAPAN NOMINEES PTY. LTD.	061 421 341
CAPITAL INVESTMENT PARTNERS LTD	089 366 889
CASTAGNET INVESTMENTS PTY LTD	084 240 282
CENJORI PTY. LIMITED	075 458 641
CESAR BENCHMARK DISTRIBUTION PTY LTD	101 913 428
CHANNING INVESTMENTS PTY. LTD.	010 052 669
CHC MODELS (AUSTRALIA) PTY. LIMITED	094 368 126
CHIFLIF PTY LTD	002 830 293
CINIJI PTY LTD	094 402 892
CITY TRAVEL PTY LIMITED	101 931 051
CKJ PRINTING PTY LTD	098 095 571
CLAIPAK PTY. LIMITED	084 187 673
CLAREVALE BUILDING SERVICES PTY LTD	094 369 436
CLASSIC HOME APPLIANCES PTY LTD	066 329 557
CLEAR THINKING PC CONSULTANTS PTY. LIMITED	003 603 361
CLEEVE INVESTMENTS PTY LTD	084 170 954
CLICK-ON-HERE PTY LTD	094 396 586
CLOCKTOWER EQUITIES PTY LIMITED	098 088 549
CNS PAINTING SERVICES PTY LTD	094 349 603
COASTAL GROUP INVESTMENTS PTY LTD	079 955 883
COBB & CO ELECTRICAL PTY. LTD.	084 198 523
COLEMAN AEROSPACE CORPORATION PTY LTD	066 281 481
COMMUNITY EXCHANGE PTY. LIMITED	084 188 474
COMPLETE CARPET LAYING PTY. LTD	061 583 828

Name of Company	ACN
COMPLETE MORTGAGE AND FINANCIAL SERVICES PTY LTD	098 097 020
COMPTOUR PTY. LIMITED	094 397 958
CONCRETE SURFACES INTERNATIONAL PTY LTD	057 116 480
CONLAN PTY. LTD.	079 922 348
CONNELLY'S CATERING PTY LTD	101 931 999
CONSOLTEX SERVICES PTY. LIMITED	094 353 563
CONSUMABLES WAREHOUSE PTY LTD	098 077 288
COOMBS RESOURCES INFORMATION SYSTEMS PROJECTS PTY LTD	084 161 160
COSTA DEL MARE PTY LTD	079 797 309
COSTIN AEROSPACE PTY LIMITED	061 604 279
CPR DISTRIBUTORS PTY. LTD.	061 439 209
CR & CL PASCOE PTY LTD	084 241 798
CRAIG JAMES & ASSOCIATES PTY LTD	089 398 005
CRAYATEC PTY LIMITED	094 408 241
CREATEME PTY LIMITED	101 934 767
CRESTMORE PARK PTY LTD	079 948 619
CRESTROW PTY LTD	070 986 524
CROMWELL'S PROPERTY SERVICES PYRMONT PTY LTD	101 751 642
CRR SOFTWARE PTY LTD	084 230 606
CUCCOVIA HOLDINGS PTY LTD	061 638 186
CX COMPUTER SERVICES PTY LTD	089 393 617
D.J. PROPERTIES PTY LTD	098 071 473
D.K.J. PTY. LIMITED	079 988 355
D.K.S. ENGINEERING PTY. LIMITED	003 866 215
D & G WOODWORX PTY LTD	089 427 850
DAANDINE PTY. LTD.	009 194 647
DAD AND DAVE'S DINKUM AUSSIE BARBY PROPRIETARY LIMITED	007 298 419
DALTON MINING PTY LIMITED	071 007 451
DATA & SIGNALS (AUSTRALIA) PTY LTD	094 418 550
DATASET TECHNOLOGIES PTY LTD	079 988 720
DATA SOFTWARE CORPORATION PTY LTD	009 194 576
DAVENPORT DISTRIBUTION PTY LTD	101 935 675
DAVIES TECHNOLOGY INTERNATIONAL PTY. LTD.	084 255 783
DAVIS & GRANT PTY LTD	070 828 581
DECIO CAPITAL PTY. LIMITED	003 598 641
DEEP WATER HOLDINGS PTY. LTD.	075 485 540

Name of Company	ACN
DEEP WELL AUSTRALIA PTY LTD	084 170 641
DEPOSIT MOTORS PROPRIETARY LIMITED	004 951 188
DEREK CREATION PTY. LIMITED	003 608 535
DFL SOLUTION PTY LTD	101 963 357
DIAB BROS. PTY. LIMITED	003 608 115
DIAMONDGLOW INVESTMENTS PTY. LTD.	079 951 723
DICE DEVELOPMENTS PTY LTD	098 087 793
DIVINE SOLUTIONS PTY LTD	101 900 574
DOCUMATION PTY. LTD.	071 001 511
DOMO INTERNATIONAL PTY LTD	084 217 443
DONGDIAN (AUST) TRADING PTY LTD	094 420 032
DOOLAN'S CANOWINDRA PARK PTY. LIMITED	070 967 654
DOUBLE HAUL FISHING ADVENTURES PTY LIMITED	084 229 845
DRIVCO PTY LTD	079 919 645
DUBBO CITY INTERNATIONAL AIRPORT PTY LTD	098 052 496
DUKESBURY HOLDINGS PTY LTD	061 553 044
DUNDOWRAN DEVELOPMENTS PTY. LTD.	061 575 764
DURNLAR PTY LTD	002 653 652
DUSKBERG PTY. LIMITED	061 284 142
DUSTY PIANO PTY LTD	101 960 276
DYNASTY CONSTRUCTIONS PTY LTD	094 369 258
DYNASTY PARK AUSTRALIA PTY LTD	094 352 575
DYNASTY PARK INTERNATIONAL PTY LTD	094 369 356
DYNASTY PARK N.S.W. PTY LTD	094 369 230
DYNASTY PARK PTY LTD	094 369 294
EAR, NOSE & THROAT PTY LIMITED	070 999 432
EASTERN FINANCE GROUP PTY LTD	094 374 142
EASYTIME SERVICES PTY. LTD.	084 187 637
ECITE INTERNET PTY LTD	089 386 274
EL BOURJI TRANSPORT PTY LTD	101 898 748
ELFROSE PTY. LIMITED	050 070 794
EMMAZ PTY LTD	089 333 764
ENTREPRENERDS PTY LTD	098 070 583
EPIC TECHNOLOGIES PTY LTD	084 266 642
EPIPHANY ARTISTS PTY. LTD.	094 350 473
EQUITY AUSTRALASIAN GROUP PTY. LTD.	094 420 229
EQUITY INVESTORS PTY LIMITED	084 163 146

Name of Company	ACN
ERASE PEST CONTROL PTY LTD	079 966 582
EROLBELL PTY. LIMITED	003 605 543
EVEREST BOND PTY. LTD.	061 542 336
EXECAIR AVIATION PTY. LTD.	094 356 000
EXPRESS SOLUTIONS (VIC) PTY. LTD.	053 557 930
FAIRCAPE PTY. LTD.	057 105 816
FAIRDAY PTY LTD	101 938 505
FALCON HILL HOLDINGS PTY LTD	009 339 422
FARM HOLDINGS PTY LTD	094 351 256
FAS AUSTRALIA PTY. LTD.	098 099 177
FFM OPERATIONS PTY LTD	094 367 441
FISHERIES MANAGEMENT STRATEGIES (FMS) PTY LTD	084 195 933
FLORISTON NOMINEES PTY LTD	089 435 816
FOLLOW ME PTY LIMITED	101 956 405
FOOD SERVICE MANAGEMENT PTY. LTD.	098 075 202
FORINO PTY. LTD.	075 496 650
FOXWELL XIE-TAI PTY LTD	089 438 577
FRATONI PTY LTD	071 050 872
FREEDOM HOME ALARMS PTY LTD	101 929 882
FUBAR AUSTRALIA PTY LTD	089 456 799
FUSION HOLDINGS PTY LTD	101 919 644
G.U. FINANCIAL & INSURANCE SERVICES PTY LTD	094 367 290
GBC INTERNATIONAL PTY LTD	094 405 115
GBS EXHIBITIONS PTY LIMITED	070 984 084
GC TAS PTY LTD	089 328 807
GEORGE A LAWROW & ASSOCIATES PTY LTD	101 917 382
GOLDEN COW PTY LTD	053 512 440
GOLDEN LYCHEE PTY LTD	101 916 465
GOLDEN PLATE AUSTRALIA PTY LTD	094 409 766
GOLD MAX ENTERPRISES PTY. LTD.	089 366 218
GOLFPRO (AUSTRALASIA) PTY LTD	101 904 796
GOMESSOLO WHOLESALERS PTY LIMITED	075 532 722
GRANCEY LANE PTY LTD	094 416 289
GREENFIELD & PREENBURG PTY LTD	101 950 743
GREENHILL TRANSPORT PTY LTD	084 198 998
GREENLAKE HOLDINGS PTY LTD	075 537 718
GROUND ZERO CHARTERS PTY LTD	089 363 502

Name of Company	ACN
GUAZZELLI HOMES PTY LTD	009 418 713
GUNPAT PTY LTD	009 148 001
H.A.R. PTY. LTD.	071 050 023
H.N.N. HOLDINGS PTY LIMITED	094 409 560
H & A TRADING PTY LTD	098 049 186
H & W BRICKLAYING PTY LIMITED	089 353 551
HB INTERNATIONAL TRADING PTY LTD	084 255 256
HEISE NOMINEES PTY LTD	071 010 958
HERBCARE (AUSTRALIA) PTY LTD	101 907 519
HEYWIRE IDEAS PTY LTD	084 222 711
HIGHTEX PTY LTD	075 534 299
HOHENSEE-SMITH DEVELOPMENTS PTY LTD	084 147 679
HOMEFINDERS REALTY PTY LTD	089 388 152
HORIZON PUBLISHING GROUP PTY LTD	084 144 829
HOSPITALITY SPECIALIST FUNCTIONS PTY. LIMITED	061 557 195
HOWELL HOMES LIMITED	075 500 864
HULLABALOO HAIR STUDIO PTY. LIMITED	066 289 852
HUNTER & HUNTER PTY. LTD.	066 332 410
HUNTER CONSULTANCY PTY LTD	002 989 077
HUNTER PROPERTY & GARDEN SERVICES PTY LTD	003 604 135
ICE WORKSTATIONS & OFFICE FURNITURE PTY LTD	101 948 663
IDEAL CONSULTING SERVICES PTY. LTD.	066 374 392
IDEAL INVESTMENTS (AUST) PTY LTD	089 468 655
IGUANA ENTERPRISES PTY LTD	070 951 236
IMAGO PHOTOGRAPHY PTY LTD	089 392 236
INDUS REALTY PTY LTD	089 421 358
INDUSTRY CO PTY LTD	101 942 901
INGLEBURN STEERING PTY LTD	098 038 450
INSOLVENCY CENTRE PTY LTD	089 330 290
IN STYLE SHOWER SCREENS & ROBES PTY LTD	101 908 481
INSYTE SYSTEMS PTY LIMITED	075 488 309
INTERCONTAINER PROPERTIES PTY LTD	071 014 554
INTERNATIONAL MANAGEMENT & BUSINESS SERVICES PTY LTD	101 906 389
INTERNATIONAL WEBCASTING ASSOCIATION - AUSTRALIA LIMITED	098 065 117
IPH HOLDINGS PTY LTD	079 983 270
ISLAND AVIATION PTY. LTD.	074 736 726
IT'S POSSIBLE PTY LTD	084 146 743

Name of Company	ACN
IT R&D PTY LTD	084 218 815
IT SECURITIES PTY LIMITED	084 239 654
IVYLEAF NOMINEES PTY LTD	089 346 298
J.B.L. CONCRETE CO. PTY. LIMITED	003 866 064
J.L.W. PLUMBING PTY LTD	079 963 465
J.N.M.E. CONSTRUCTIONS PTY LTD	101 897 134
J.S. EUROPEAN CONVERSIONS PTY. LTD.	084 250 804
J & M COATINGS PTY LTD	071 015 104
JACAMBA PTY LTD	002 657 221
JAKPAK AUSTRALIA PTY. LTD.	079 987 554
JEHOVAH RAAH PTY. LTD.	084 145 059
JENI HEIN REALTY PTY LTD	101 962 118
JENSU PTY LTD	066 359 402
JET PROPERTY PTY LTD	075 463 900
JIALANTE DECOR (AUSTRALIA) PTY LTD	098 070 430
JIAN & LU INVESTMENTS PTY LTD	094 420 710
JICK HOLDINGS PTY LIMITED	089 372 403
JINGHUA INTERNATIONAL PTY LTD	071 047 124
J J SKILLECORN & ASSOCIATES PTY LTD	002 655 227
JODRAY PTY LIMITED	101 963 473
JOHN MCALEENAN COMPUTING ASSOCIATES PTY LIMITED	070 946 208
JONG HEE INTERNATIONAL PTY LTD	084 149 002
JOSUH CONSULTING PTY LTD	084 248 626
JSR ENGINEERING PTY LTD	098 093 700
JTS INVESTMENTS (AUSTRALIA) PTY LTD	101 959 200
JULIAN BROPHY CONSULTING PTY LTD	089 387 020
JUNKOA MAINTENANCE PTY LTD	098 078 829
KAIA SAGE PTY. LTD.	101 919 975
KARSTEIN PTY. LTD.	070 681 604
KATMAR SERVICES PTY LTD	094 421 324
KELPOLL PTY. LIMITED	066 196 441
KERALEX PTY. LTD.	011 070 170
KEYSBOROUGH KITCHENS PTY LTD	006 631 670
KHANPUR HOLDINGS PTY LTD	098 029 415
KINGSWOOD COUNTRY WRECKERS PTY LTD	084 187 584
KINTA HOLDINGS PTY LTD	057 335 725
KISSUN PTY LTD	098 033 713

Name of Company	ACN
KITCHER CORPORATION PTY. LTD.	008 934 923
KORYZMA PTY LIMITED	089 463 329
KOTE PTY LTD	094 365 901
K T BUILDING & CONSTRUCTIONS PTY LTD	101 895 783
KUNDA PARK DEVELOPMENT PTY. LTD.	098 073 897
KURRIMBAN PTY LTD	075 502 984
L & D FINANCIAL SERVICES PTY LIMITED	094 408 938
LADOLMIN PTY LIMITED	010 291 040
LAKESIDE INTERNATIONAL RACEWAY PTY. LTD.	009 870 464
LANDMARK PROPERTY SERVICES (SYDNEY) PTY LTD	089 360 074
LA ORCA PTY LTD	098 081 568
LAP OF THE GODDESS PTY. LTD.	101 909 899
LARBRAID PTY LTD	089 412 886
LB GROUP PTY LTD	066 288 784
LEE HUNG PTY LTD	101 924 234
LETIANA FACIA GUTTER & DOWN PIPES INSTALLATION PTY LTD	101 896 182
LIBERTY DINERS PTY LTD	101 930 723
LIFETIME NUTRITION PTY LTD	089 388 027
LINK GROUP INTERNATIONAL PTY. LTD.	066 339 768
LIONVILLE PTY. LTD.	066 034 231
LIQUORWEB.COM PTY LTD	094 362 204
LISTMEIR PTY. LTD.	053 557 994
LMB CLUB AUSTRALIA PTY LIMITED	084 197 366
LNY PTY LTD	101 934 776
LOCHMEER CONSULTING PTY LTD	089 415 529
LOXAN PTY. LTD.	007 064 360
LPD GROUP PTY LTD	098 060 907
LUOGRIN PTY. LTD.	089 443 283
LUSSO PRODUCTS PTY LTD	098 069 071
LYLE & REID PTY. LTD.	061 553 437
M. & E. BELL PTY. LIMITED	004 902 952
M.A.K. MARKETING CO. PTY. LTD.	061 128 765
M.B.I. INVESTMENTS PTY LTD	101 948 001
M.C.C. INTERIORS (NSW) PTY. LTD.	084 166 236
M.S.B. ROOFING PTY. LIMITED	089 462 126
M & J KELLY PTY LIMITED	089 328 432
M & S FLOORCOVERINGS PTY LTD	061 430 957

Name of Company	ACN
MACLAW NO. 174 PTY. LTD.	050 028 272
MADISON PACIFIC PROPERTIES LTD	084 208 122
MAGIC ELECTRICAL PTY LTD	098 042 258
MALARNEY CORPORATION PTY LTD	061 573 742
MALJES BRICKLAYING PTY LTD	094 384 040
MANAGEMENT WISE PTY LTD	101 922 534
MANSELL CONSTRUCTIONS PTY LTD	101 940 149
MAROONDAH & EXCELLENT ASPHALTING SERVICES PTY LTD	084 214 326
MAROUBRA TECH TRADING PTY. LTD.	094 355 076
MASTERCRAFT TILING PTY LIMITED	084 234 195
MATRIX GROUP LIMITED	061 549 371
MATTEO TILE CENTRE PTY. LTD.	008 021 252
MATTS COURIERS PTY LTD	089 414 040
MAYA DEVELOPMENTS PTY LTD	094 411 462
MCGAUGHEY TRANSPORT PTY LTD	098 082 190
MEDIA INTERNATIONAL GROUP PTY. LTD.	061 632 415
MEDICAL RECORDS ALERT PTY LTD	079 419 604
MELBOURNE'S COMCLEAN PTY LTD	094 370 680
MELBOURNE LOSS PREVENTION SPECIALIST PTY LTD	101 941 584
MELBOURNE MARINE MANAGEMENT CO PTY LTD	007 064 655
MEN 1930 INTERNATIONAL PTY LTD	061 556 241
MERCATROYD PAINTING & DECORATING PTY. LIMITED	066 377 928
MERIDIAN (AUSTRALIA) PTY LTD	101 965 173
METAMORFX PTY LTD	094 395 669
METROPOLITAN CIVIL WATER TRUCKS PTY. LTD.	098 090 950
MICHAEL NALTY & ASSOCIATES PTY LTD	101 900 707
MICKORAH ENTERPRISES PTY LTD	075 479 060
MIDA HOLDINGS INTERNATIONAL PTY LTD	084 149 397
MJM SECURITY SERVICES PTY LTD	089 465 583
MOBE PTY LTD	094 400 530
MOBILE MONEY MACHINES PTY LTD	089 373 697
MOD EXCAVATIONS PTY. LTD.	089 299 221
MOONMAGIC PTY LTD	084 193 386
MOORE'S MANAGEMENT SERVICE PTY LTD	066 289 101
MORES福德 PTY LTD	002 830 480
MPC INVESTMENTS PTY LTD	094 371 196
MR DIE CUTTING PTY LTD	094 379 834

Name of Company	ACN
MURAT BAY ENGINEERS PTY. LIMITED	007 751 322
MYRAN PTY LTD	101 918 638
NAPIER ENTERPRISES PTY LTD	009 337 535
NASCENT PTY. LTD.	007 062 633
NATIONAL PACKAGING SUPPLY PTY LTD	101 949 624
NATURAL STONE FINISHING PTY LTD	101 943 328
NDL HOLDINGS PTY LTD	098 059 217
NEIL'S FLOORING PTY LTD	084 188 992
NEILROSE INVESTMENTS PTY LTD	002 257 472
NEVAH PTY. LTD.	070 953 436
NEW MILLENNIUM DEVELOPMENTS PTY LTD	079 974 637
NEWTECH NOMINEES PTY LTD	066 339 482
NIGHTINGALL & ASSOCIATES PTY. LTD.	079 990 042
NIGITORO PTY LIMITED	094 418 434
N J HILL TRANSPORT PTY. LTD.	098 083 231
NOKEA HOLDINGS PTY. LTD.	075 524 695
NOONBUD PTY LTD	089 412 948
NOOSA TREE FARM PTY. LTD.	011 070 296
NORSEMEN.COM PTY. LTD.	066 146 021
NORTH EAST CARPET DYEING PTY. LTD.	070 971 443
NORTH PINE WELDING & FABRICATION PTY LTD	098 096 087
NORTH QUEENSLAND PROPERTIES PTY LTD	089 437 507
NORTH ROCKS ENTERPRISES PTY LTD	000 645 787
NOTWEN NOMINEES PTY. LIMITED	005 233 938
NOVAMORE PTY LTD	075 472 767
NVN COMPUTERS PTY. LIMITED	070 984 600
OMARCO BUILDINGS PTY LTD	089 371 853
ONE STUDIO PTY. LTD.	094 425 699
ON HOLD PLUS SYSTEMS (AUST) PTY LTD	098 028 141
ONSITE EARTHMOVING MAINTENANCE & WELDING PTY LTD	101 905 711
OPTIMUM MERIDIAN PTY LTD	101 951 642
OZ-LEB WHOLESALING PTY LTD	101 950 145
OZMARK PTY. LTD.	075 521 934
P.C. LEWIS PTY LTD	000 282 539
PACIOLI PTY LTD	098 056 369
PADOSHIN PTY. LTD.	084 207 429
PALIFLEX PTY. LIMITED	079 923 087

Name of Company	ACN
PANTHEON INVESTMENTS PTY LTD	101 952 694
PARADISE LAND DEVELOPMENTS PTY LTD	098 055 406
PARKVIEW CATERING PTY. LIMITED	066 294 380
PASTA WORLD PTY. LTD.	097 616 156
PATEMAN'S PTY LTD	101 943 864
PAULS BUSHROCKS, LANDSCAPING & EARTHWORKS PTY. LTD.	070 968 277
PEAK TECHNOLOGIES PTY. LTD.	075 526 215
PEARLREACH PTY. LTD.	075 533 612
PEGUME PTY LTD	002 256 591
PELORUS PIPES - PENRITH FUND	094 317 441
PERCEVAL, KAYE AND ASSOCIATES PTY LTD	094 402 098
PERFORMECH PTY LTD	098 055 835
PERPETUAL FINANCE GROUP PTY LTD	098 081 086
PIB HOLDINGS PTY. LTD.	101 935 433
PILLY PTY. LTD.	089 394 338
PMNI MANAGEMENT GROUP PTY LTD	094 430 627
POLTURN PTY LTD	089 371 513
POWDERCOATING (VICTORIA) PTY LTD	084 236 706
POWERMATIC (AUST) PTY LTD	066 372 003
POWERWERX PTY LTD	080 002 106
PRAIRE PTY LTD	070 958 735
PRE - OWNED PTY LTD	094 239 700
PRESTIGE CAR ART. (DETAILING) PTY. LTD.	066 361 751
PRIMEFORCE AUSTRALIA PTY LTD	098 094 449
PRIME STARS PROPERTY PTY LTD	094 357 150
PRIME UNITED GROUPS PTY LTD	089 332 703
PRINTERS TOUCH PTY LIMITED	084 186 881
PROMPT TECHNOLOGY SOLUTIONS PTY LTD	084 162 256
PROSPER AUST PTY. LTD.	094 419 191
PULSE INCORPORATIONS PTY. LTD.	098 085 897
PUPPYDOG PTY LTD	101 891 918
PURCELL'S CRANE HIRE (QLD) PTY LTD	061 449 125
PURIM VENTURES PTY LTD	094 366 766
PYMWALL PTY. LTD.	010 475 162
READY-PAK HOMES AUSTRALIA PTY LTD	089 348 916
REAL TIME NETWORKS PTY LTD	079 937 401
RECYCLED PRODUCTS CENTRE PTY LTD	098 086 732

Name of Company	ACN
RED INTERNATIONAL PTY. LTD.	075 527 141
RED KANDI PTY LTD	089 364 769
REEF PLUMBING (AUSTRALIA) PTY LTD	101 954 349
RELIABLE STAFF PTY LTD	101 938 532
REMOVE-A-WALL (WA) PTY LTD	101 897 456
REYNOBOND AUSTRALIA PTY. LTD.	101 966 527
RHOMAC PTY LTD	061 555 468
RIDGEMONT CONSTRUCTIONS PTY LTD	075 462 145
RIGHT PRICE CONFECTIONERY PTY. LIMITED	002 656 206
RITELINK AUSTRALIA PTY LTD	061 494 451
RIVERINA FRESH DIRECT PTY LTD	079 998 780
RIVERTREE NOMINEES PTY LTD	089 420 539
RIVINEA PTY. LTD.	079 715 245
RJB COMMUNICATIONS PTY LTD	084 179 859
RLE INVESTMENTS PTY. LTD.	061 439 174
ROADHOUSE INTERNATIONAL PTY. LTD.	075 502 813
ROCKDOOR PTY LTD	089 412 760
ROLLOUT PTY. LTD.	098 072 318
ROSEHILL ADVISORS PTY LTD	098 039 797
ROSTAMIAN HOLDINGS PTY. LTD.	101 910 945
RR ROOFING PTY LTD	094 348 437
RYDE INTERNATIONAL TRADING PTY LTD	101 909 200
S.B.R. AGENCY PTY. LTD.	075 470 012
S.R. BENNETT RETAIL PTY LTD	098 094 476
SACRET COMMUNICATIONS PTY LTD	097 552 095
SACRET PTY LIMITED	097 661 222
SANDRA A LOBLEY PTY LTD	098 062 438
SANDRA FRANCIS CONSULTANTS PTY. LTD.	061 642 288
SARSET PTY. LIMITED	061 423 381
SASME AUSTRALIA PTY LTD	098 068 243
SCARMANT PTY. LTD.	057 341 910
SCL MARINE PTY LTD	098 063 999
SECURITY ALARM SPECIALISTS PTY LTD	101 948 565
SERIES HOLDINGS PTY LIMITED	101 931 015
SHADROCK PTY. LTD.	075 518 866
SHAREBANK PTY LTD	070 953 838
SHENG'S INTERNATIONAL TRADING (AUSTRALIA) PTY LTD	101 965 468

Name of Company	ACN
SIDK PTY. LTD.	098 053 760
SIMDOR PTY. LTD.	094 386 384
SMART EDUCATION INVESTMENT (AUSTRALIA) PTY LTD	094 391 367
SMITH TELECOMMUNICATIONS PTY LTD	066 367 548
SMITHVALE PTY. LTD.	094 386 848
SOFTSNOW PTY LIMITED	075 478 250
SOLUTIONS ON SITE PTY. LTD.	050 028 941
SOUTH EAST ASIA FREIGHT FORWARDING PTY LTD	101 950 841
SOUTHERN COMMUNITY LOCUM SERVICE PTY LTD	057 352 271
SOUTHERN CROSS PUBLISHING PTY LTD	075 503 249
SPEEDYS WASTE CARRIERS PTY LTD	097 845 380
SPICY TOMATO PTY LTD	094 427 997
SPRINGVALE ADVENTURES PTY LTD	084 221 205
STAR SHINE CLEANING PTY LTD	089 359 080
STARTECH CONSULTING PTY. LTD	079 928 108
STEELE COMPUTER SERVICES PTY. LIMITED	070 665 735
STEEL TECHNOLOGY INTERNATIONAL PTY LIMITED	094 419 084
STELUK PTY LIMITED	098 072 256
STEVBAR PTY LTD	094 370 000
STEWEL TRADING PTY. LTD.	098 097 913
ST HELENS WILLIAM STREET PTY LIMITED	084 253 289
STOCKVEST PTY LTD	084 180 503
STRAIGHTLINE ROOFING ENTERPRISES PTY LTD	094 364 495
STRINGER HOLDINGS (VIC) PTY LTD	079 928 902
SUNCITY ENTERPRISES PTY LTD	079 991 745
SUPERDARTS PTY. LIMITED	053 581 454
SUPERIOR APPLIANCE RENTALS PTY LIMITED	075 495 322
SUPER ROCK PTY LTD	094 397 001
SUPER WAREHOUSE PTY LIMITED	098 057 428
SURF SAFE AUSTRALIA PTY LTD	079 984 482
SURGICAL LASER SPECIALISTS PTY LIMITED	094 397 985
SWANNO PTY LTD	084 258 499
SWIRL STAR PTY. LIMITED	098 053 224
SYDNEY CARPETS PTY LTD	098 070 921
TALBOT, LISTON & BURGESS PTY. LTD.	089 389 300
TALENT TECH PTY LTD	101 929 828
TALREVEL PTY LTD	089 412 868

Name of Company	ACN
TARA DEVELOPMENTS PTY LTD	080 007 432
TASHADANJACKI PTY. LTD.	089 444 486
TASMAN BRICKLAYING PTY LTD	101 892 791
TASSEL PTY LTD	009 194 727
TAURUS HOLDINGS PTY LTD	001 170 243
TAVCON PTY LIMITED	098 046 792
TAWACOURT PTY. LTD.	066 034 580
TENEIGHTY AUSTRALIA PTY LIMITED	098 070 636
TERRITORIAL ENGINEERING PTY. LTD.	010 015 451
THE BELMORE APARTMENTS PTY LIMITED	101 959 111
THE CAPITAL PLUS GROUP PTY. LTD.	101 919 939
THE D S L SHOP PTY LIMITED	094 383 187
THE ENVIRONMENTAL ECONOMIST PTY LIMITED	101 902 185
THE FINANCE & LOANS CORPORATION PTY. LIMITED	084 198 229
THE FOCUS PARTNERSHIP (QLD) PTY LTD	084 177 462
THE GREAT AUSTRALIAN FLOORSANDING COMPANY PTY LIMITED	084 208 579
THE INFORMATION SYNDICATE PTY LTD	075 481 131
THE WORLD INDEX PTY LTD	089 397 231
TH FOOD SERVICES PTY. LTD.	079 974 048
THIRD MILLENNIUM WINES PTY LTD	084 210 079
TIGER SECURITY SERVICES PTY. LTD.	084 187 262
TIMPUTOR PTY LTD	003 166 050
TJMM OLIVER PTY LTD	101 909 362
TLC AUTOMOTIVE PTY LTD	089 370 338
TONKA TRANS PTY LTD	084 152 509
TOTAL P.A. SOLUTIONS PTY. LTD.	094 400 192
TOYE TRANS PTY LTD	070 950 337
TRADE 2 PTY LTD	070 952 199
TRANXACT PTY LTD	098 062 054
TRIGEM HEALTHCARE AUSTRALIA PTY LIMITED	084 213 338
TRIPLETT'S TRANSPORT PTY. LTD.	053 543 865
T T TRINH PTY LIMITED	101 892 522
TUCKERLAND 2 PTY LTD	079 974 011
TUNG HOANG PTY LTD	101 928 643
TUPETE PTY LTD	003 162 230
TWYDALE CONSULTING PTY. LTD.	079 994 728
TYLAR TRANS PACIFIC PTY LTD	089 407 929

Name of Company	ACN
TYPE BY PIXI PTY. LTD.	071 018 696
UGLY PHIL PRODUCTIONS PTY. LTD.	075 457 840
UGOV BUILDING SERVICES PTY. LIMITED	003 608 660
UNICORN INTERNATIONAL INVESTMENTS PTY LTD	098 049 659
UNITED SERVICES GROUP LTD	098 096 890
UNIVERSAL DIGITAL VIDEO PTY LTD	071 004 825
UNIVERSAL LEISURE AUSTRALIA PTY. LIMITED	094 367 478
VALJOHN ENTERPRISES PTY. LTD.	084 256 173
VAN HOEK PTY. LIMITED	006 843 027
VARASELL PTY. LIMITED	084 183 175
VEND-CO (WA) PTY LTD	084 212 484
VENDA TRANSPORT SERVICES PTY LTD	079 974 388
VENDOME INVESTMENTS PTY LTD	089 441 921
VENITHIA INTERNATIONAL PTY LTD	101 955 426
VICE-REGAL REMOVALS & TRANSPORT PTY LTD	079 950 799
VICTORIA HARBOUR CLUB PTY LTD	098 100 371
VIRTUE PROPERTY SERVICES PTY. LIMITED	003 608 366
VISUAL ALCHEMY PTY. LTD.	070 992 602
VISUAL MYRIAD PTY LTD	089 362 283
VNOTE PTY LTD	098 030 918
W.F. & A.M. ANDERSON PTY. LTD.	008 191 142
WAKEGROVE PTY. LTD.	007 299 649
WANNAN PROPERTIES PTY LTD	079 924 039
WASH & CLIP GROOMING SALONS PTY. LTD.	098 037 775
WATCHMAKERS INTERNATIONAL PTY LTD	101 934 981
WEST COAST OFFSHORE SERVICES PTY LTD	101 951 839
WESTPONDS PTY LTD	075 511 321
WHITE DOVE EXPRESS PTY LTD	094 423 220
WHITEOAK LOSS ADJUSTERS PTY LTD	066 342 005
WILJON PTY LIMITED	053 567 801
WOLLONGONG UNITED FOOTBALL CLUB PTY LTD	098 028 169
WOODCHESTER FINANCE PTY. LTD.	003 608 133
WOODZONE NOMINEES PTY LTD	084 208 195
WORKPLACEMENTS.COM PTY LTD	079 980 939
WORLDWIDE RACING.COM PTY. LIMITED	089 426 166
WRIGHTWAY (WA) PTY LTD	066 364 556
WYOMING MILL PTY LTD	089 446 186

Name of Company	ACN
X.T. POSTS & TELECOMMUNICATIONS EQUIPMENT AUSTRALIA PTY LTD	098 049 677
XENABIRCH PTY LTD	089 412 822
YASBIC CONSTRUCTIONS PTY LTD	101 960 589
YELLOWBRICK PRODUCTIONS PTY. LTD.	075 487 302
YOUR EXTRA HAND PTY. LIMITED	066 365 759
Z ENTERPRISES PTY. LTD.	066 066 822
ZEUS CONSULTING PTY. LTD.	089 382 114

CORPORATIONS ACT 2001
Subsection 601AA(4)

Notice is hereby given that the companies mentioned below will be deregistered when two months have passed since the publication of this notice.

Dated this eleventh day of February 2005

Jeremy McNeice
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
@CALL INTERNATIONAL PTY. LIMITED	095 450 525
A.C.N. 005 754 889 PTY LTD	005 754 889
A.C.N. 006 742 007 PTY LTD	006 742 007
A.C.N. 007 849 210 PTY LTD	007 849 210
A.C.N. 065 493 058 PTY LTD	065 493 058
A.C.N. 079 682 796 PTY LIMITED	079 682 796
A.C.N. 098 263 284 PTY LTD	098 263 284
A.C.N. 106 243 770 PTY LTD	106 243 770
A.H.G. PROPRIETARY LIMITED	009 513 188
A & B PAPER INDUSTRIAL PTY LTD	072 495 213
A & G SPINA PTY LTD	067 776 827
A-A ENTERPRISE PTY. LIMITED	057 792 640
AAPT SPECTRUM (ACT) PTY LIMITED	094 192 819
ABACUS MAINTENANCE PAINTING SERVICES PTY LTD	092 992 848
ABBIE QUARRIES PTY LTD	000 695 741
ABSOLUTE BLIND SERVICE PTY LIMITED	086 844 457
ABSOLUTE BUSINESS SYSTEMS PTY. LTD.	083 178 349
ABSOLUTE IMAGE INTERNATIONAL PTY LTD	102 466 464
A C E SUPERANNUATION PTY LTD	003 125 844
ACME ART EMBROIDERY PTY. LTD.	006 307 893
ACS FUNDS MANAGEMENT PTY. LTD.	068 690 095
ACTIVE SHOWCASE MARKETING PTY. LTD.	110 372 382
ADAGIO PTY. LIMITED	005 519 675
ADEANA TECHNOLOGY PTY. LTD.	076 303 583
ADFECTARE PTY. LIMITED	105 888 239

Name of Company	ACN
ADS-ON-HOLD AUSTRALIA PTY LTD	083 219 541
ADVANTAGE PLUMBING PTY LTD	096 920 651
AFRICAN EQUITY PTY LTD	070 451 295
AHMET PTY LTD	080 289 452
AKM PTY. LTD.	065 059 476
ALAM CONSTRUCTIONS PTY LTD	090 549 492
ALAWOONA PTY. LTD.	052 320 180
ALCAMO PTY. LTD.	004 614 724
ALEXANDERS CHEESES PTY LTD	003 322 816
ALH PROPERTIES PTY. LTD.	079 384 017
ALLIANCE ELECTRICAL WHOLESALERS (NORTHMEAD) PTY. LIMITED	099 406 381
ALL SEAL SUPPLIES INTERNATIONAL PTY. LTD.	050 166 231
ALPHA WAVE KINETICS PTY LTD	108 236 764
ALSO CAN PTY. LTD.	078 925 747
ALTP CORPORATION PTY LTD	099 491 666
AMACH TECHNOLOGIES PTY LTD	094 398 437
AMRAD EMPLOYEE SHARE ADMINISTRATION PTY LIMITED	073 831 080
ANDIAMO INVESTMENTS PTY. LTD.	061 993 879
ANTAR NOMINEES PTY LTD	008 954 452
ANUPAM SERVICES PTY LTD	096 043 739
APOLLO MFG PTY LTD	098 929 081
APROMAN PTY LTD	078 658 018
ARGYLE PROPERTY INVESTMENTS PTY. LTD.	088 377 093
ARMSTRONG ADMINISTRATION SERVICES PTY LTD	103 355 031
ARUNTA ENGINEERING PTY LTD	058 451 022
ASIA AND PACIFIC AREA ECONOMIC AND EDUCATIONAL DEVELOPMENT CO PTY LTD	106 904 027
ASIAN NOODLE PTY LTD	098 589 309
ASIA PACIFIC CONSULTING SERVICES PTY. LTD.	090 688 332
ASSOCIATED LOSS ASSESSORS PTY. LIMITED	002 095 463
AUSTO (AUST) PTY LTD	105 576 323
AUSTRALIA-TAIWAN CONSULTANTS PTY. LTD.	057 641 228
AUSTRALIAN PRINTING PLACEMENTS PTY. LTD.	007 428 177
AUSTRALIAN TRAVEL MARKETING PTY. LIMITED	075 666 796
AUTOCORE PTY. LTD.	077 033 222
AUTOEQUIP AND MAINTENANCE PTY LTD	081 266 373
AVANT-GARDE GRAPHICS PTY LTD	052 200 110

Name of Company	ACN
AVIS INTERNATIONAL MARKETING PTY LTD	011 060 549
AX NOMINEES PTY LTD	001 289 158
B. LAING NOMINEES PTY LIMITED	071 022 654
B & J INTERNATIONAL INVESTMENTS PTY LTD	106 895 738
B & K BELL MANAGEMENT PTY. LIMITED	003 845 243
BAETAPE PTY. LIMITED	092 070 703
BALITO PTY. LTD.	008 207 681
BARBRIDGE PTY. LTD.	010 441 693
BATALLEY PTY. LIMITED	003 897 729
BAVARDE AVENUE APARTMENTS PTY LTD	099 495 762
BAYSHORE (WA) PTY LTD	072 851 917
BAY STREET COMMUNICATIONS PTY. LIMITED	070 229 186
BELANYI INVESTMENTS PTY. LTD.	010 365 590
BELFRACK PTY. LTD.	008 053 781
BELINDA DARE PTY. LTD.	070 574 220
BELMONT DEVELOPMENT GROUP PTY LTD	087 631 249
BELMORE NOMINEES PTY. LTD.	010 136 437
BENMAS TILING SPECIALIST PTY LTD	107 546 396
BENNETS & BENNETS PTY. LTD.	007 812 035
BERT SKUCE MARINE PTY. LTD.	010 020 345
BESTA ENTERPRISE PTY. LTD.	093 443 844
BEXOKA PTY LTD	002 986 129
BIBSON PTY LTD	003 100 169
BIWAKO GRAND AUSTRALIA PTY. LTD.	010 912 142
BLP EQUITIES PTY LTD	062 963 786
BLUEBAND PTY LTD	074 440 181
BLUE TOKYO PTY. LTD.	010 979 816
BOJEN PTY LIMITED	081 819 212
BOWEN CORPORATION PTY LTD	066 396 478
BOW TIE COMPANY PTY. LTD.	088 901 320
BREAKMATE (TAS) PTY. LTD.	009 503 477
BRIGHTPOINT AUSTRALASIA PTY. LIMITED	075 693 140
BROOMSDALE PTY LTD	075 626 407
BROWN DUST PTY LTD	102 702 956
BUCKIINGUY PASTORAL CO PTY LIMITED	102 799 922
BULAGA PTY. LTD.	083 570 512
BUNDABERG SOUTHERN REEF RESORT PTY LTD	096 185 778

Name of Company	ACN
BURBRIDGE NOMINEES PTY LTD	064 417 250
BUSCH SCOTT HOLDINGS PTY LTD	107 448 331
BUSINESS MARKETING PTY LIMITED	105 030 242
BYERS HOLDINGS INTERNATIONAL PTY. LIMITED	068 807 572
C. COMER NOMINEES PTY LIMITED	080 362 741
CALAUTTI NOMINEES PTY LTD	008 790 145
CALLOWCROFT PROPRIETARY LIMITED	103 762 474
CALTEX ASSOCIATED EMPLOYERS NOMINEES PTY LTD	071 557 152
CAMSDEN PTY. LTD.	080 101 971
CAPRI CONSTRUCTIONS PTY. LTD.	099 999 890
CAPRICORN DEALERS PTY LIMITED	055 138 522
CAPRONI PTY. LIMITED	006 213 903
CARDNO CONSOLIDATED PTY LTD	089 780 549
CAREFLEX AUSTRALIA PTY. LTD.	096 696 909
CA RETAIL MARKETING PTY. LIMITED	002 059 798
CARGOWEST PTY LTD	094 453 951
CARS FROM MARS PTY. LIMITED	086 565 433
CDG PTY LTD	009 852 331
CELLADON PTY. LTD.	074 770 488
CENTRAL COAST RADIOLOGY HOLDINGS PTY LTD	101 119 500
CENTRALIAN WHOLESALERS PTY LTD	062 345 064
CENTRAL PARK LANES PTY LTD	098 988 259
CFA SCM PTY LTD	001 056 417
CHAMPAIGN TRADE PTY LTD	100 539 026
CHECKFREE I-SOLUTIONS AUSTRALIA PTY. LTD.	097 008 930
CHENGLONG PTY LTD	102 514 545
CHENJA PTY LTD	081 752 687
CHILDS BUILDERS & DEVELOPERS PTY LTD	090 022 932
CHIU YUEN PTY LTD	075 166 246
CHRIS SHOOBERT CONSULTING PTY LTD	092 208 163
CHRISTOPHER BARRY PTY LTD	082 148 221
CIRCLE FIVE PTY LTD	086 715 335
CLASSIC DOWNS PTY. LTD.	006 837 190
CLASSIC ROOF RESTORATION PTY LTD	081 068 171
CLASS OBJECTS PTY. LIMITED	071 464 205
CMT AUSTRALIA PTY. LTD.	062 861 992
COAST VENUE PTY. LTD.	010 846 572

Name of Company	ACN
COLOUR INDUSTRIES PTY LTD	098 127 327
COMLIO PTY LTD	002 651 676
COMMERCIAL & RESIDENTIAL BATHROOMS PTY LIMITED	096 945 578
COMMERCIAL BUILDING SOLUTIONS PTY. LIMITED	076 104 044
COMMUNICATING SOLUTIONS PTY LTD	105 264 033
COMPANY SHARE REGISTERS PTY LTD	003 386 294
COMPUTER CARE SERVICES PTY. LTD.	060 987 528
COMPUTER INFRASTRUCTURE MANAGEMENT SERVICES PTY LTD	095 307 207
COMPUTER TWO THOUSAND PTY. LIMITED	055 930 222
CONALPHA PTY LTD	081 075 836
CONTROL RESOURCES PTY LTD	071 196 597
COOLTECH AIRCONDITIONING & REFRIGERATION PTY LTD	103 124 741
COURAGEOUS PRODUCTIONS PTY LTD	074 842 541
COURTNEY BRANDS AUSTRALIA PTY LIMITED	100 408 937
COVA UP PTY LTD	091 524 864
COVINA INTERNATIONAL AUSINDO PTY LTD	101 846 682
COWAL HOMES PTY. LTD.	053 437 264
CPT COACHING CONSULTANTS PTY. LIMITED	008 645 832
CRAFTEX INTERNATIONAL PTY LIMITED	054 609 237
CRANBOURNE MEDICAL SERVICES PTY LTD	089 491 887
CRANDALE ENTERPRISES PTY LTD	081 759 104
CREATIVE ON-HOLD MESSAGES PTY LTD	094 919 516
CREATIVE ROCK ART PTY LTD	077 388 080
CREDIT SUISSE FIRST BOSTON AUSTRALIA NOMINEES LIMITED	006 366 758
CREEKMIST PTY LTD	071 253 088
CREMORNE PROPERTIES PROPRIETARY LIMITED	004 284 271
CURRAN, MERRITT THERAPY PTY LTD	056 754 299
CURRY-ON (TASMANIA) PTY LTD	096 989 776
CURWOOD PTY LTD	007 112 414
D.J. ELLIOTT CONSTRUCTIONS PTY LTD	064 897 801
D. WARD PLUMBING SERVICES PTY. LIMITED	003 864 364
D & G MILLARD PTY LTD	089 155 573
D & H O'CONNOR PTY. LTD.	005 174 970
D & S HEATH PTY LTD	001 437 207
D & S WIBLEN PTY LTD	098 678 598
DAISY TEPPER PTY LTD	100 357 677
DAMAR PTY LTD	008 780 470

Name of Company	ACN
DANGERMITE FOWER & PESSI INVESTMENTS PTY. LTD.	087 857 958
DATAKO PTY LTD	010 646 296
DATA NOMINEES PTY. LIMITED	005 128 316
DAVALE DEVELOPMENTS PTY. LTD.	057 941 929
DAVIBENT PTY. LTD.	005 862 028
DAVID C. SKILTON PTY. LTD.	072 504 904
DAVISON & DAVISON PTY. LTD.	088 166 741
DAVJAB PTY. LIMITED	003 596 754
DECARBO PTY LIMITED	092 091 051
DEENSBROOK PTY. LTD.	010 927 241
D HEGARTY PTY LIMITED	095 905 874
DIAMOND WILLOWS PTY. LTD.	006 775 417
DIDGERIDOO ENTERPRISES AUSTRALIA PTY LTD	094 880 430
DINATA PTY. LTD.	100 105 075
DIRECT DOOR SERVICE PTY LTD	086 387 671
DIRRANBANDI MOTOR INN PTY LTD	091 732 320
DISPENSERS PTY LTD	000 725 413
DIXON PASTORAL SERVICES PTY. LTD.	067 028 817
DJ'S MANAGEMENT SERVICES PTY LTD	075 465 431
DJUGAN MANAGEMENT SERVICES PTY LIMITED	002 098 222
DOK CO PTY. LTD.	077 669 231
DOMINION LOGISTICS PTY LTD	100 680 475
DOMINOTES PTY LTD	090 744 442
DOPIL HOLDINGS PTY LTD	003 165 240
DOUBLE EYES PTY LIMITED	092 395 063
DOUBLE FASHION PTY. LTD.	090 543 409
DUEBECK PTY LTD	009 432 802
DURNENCE PTY LTD	002 554 663
DUURING PTY LTD	008 855 883
DWL FINANCIAL SOLUTIONS PTY LTD	093 302 731
D Y AGENCIES PTY LTD	000 520 712
E.COM SECURITY PTY LTD	092 524 537
E.F. & P.M. ASQUITH PTY. LTD.	005 477 369
E & J PHILLIPS BROS PLUMBING PTY. LIMITED	003 779 351
EACCOUNTS DISTRIBUTION (AUST) PTY LTD	101 982 192
EC TECHNOLOGIES GROUP PTY LTD	080 602 660
EDINMERO PTY. LTD.	007 271 614

Name of Company	ACN
EDR AUDIO PTY LTD	090 854 505
ELISAA PTY LTD	090 433 828
ELIZABETH A SIMPSON PTY LIMITED	068 757 264
ELLI DEVELOPMENTS PTY. LTD.	089 115 873
EMACK FACILITIES PTY. LTD.	077 556 873
EMRUB PTY LTD	004 249 245
EPIC SALES PTY LTD	083 969 662
EQUITY IMPROVEMENTS PTY. LTD.	007 134 278
EURASIA TRADE AND MIGRATION SERVICES PTY LTD	088 755 444
EVGENIA INVESTMENTS PTY LTD	090 920 602
EXCEPTIONAL PLASTERING PTY LTD	105 543 100
EXUS TECHNOLOGY & DESIGN PTY LTD	089 101 020
EZEPUBLISH PTY LTD	098 208 738
F.B.F. NOMINEES PTY LTD	000 730 263
F. B. F PTY. LIMITED	008 420 960
F & A MANAGEMENT NO. 143 PTY. LTD.	010 284 894
F & W PTY LIMITED	108 715 279
FAIRGEM PTY LTD	091 753 785
FARSCAPE PRODUCTIONS PTY LIMITED	088 848 640
FICIPO PTY LTD	003 390 574
FINANCIAL CAPITAL PTY LTD	110 892 825
FINUCANE PTY. LTD.	064 137 248
FLEX-O-PEDIC BED CO. PTY. LTD.	009 773 586
FLOAT TRADERS PTY LTD	107 345 335
F MEZRANI NOMINEES PTY LTD	078 369 329
FORMALT PTY. LTD.	007 043 343
FOSTER WARDEN (A.C.T.) PTY. LIMITED	008 604 582
FOUR PTY LIMITED	066 201 241
FRANK CARDEN INVESTMENTS PROPRIETARY LIMITED	004 450 113
FREER NOMINEES PTY LTD	076 969 090
FRESH INTERNATIONAL PTY LIMITED	081 112 576
FRIENDNET PTY LTD	089 007 367
FRONTLINE BELOW-THE-LINE PTY. LTD.	076 202 125
FRUITELLE PTY. LTD.	062 735 040
FUTUREMEDICS AUSTRALIA (VIC) PTY. LTD.	007 049 194
FYNLEN PTY. LIMITED	079 878 701
G. & M.G. BEATTIE PTY LTD	000 579 948

Name of Company	ACN
G.A.F. RIGGING & TRADE HIRE PTY. LTD.	093 203 126
G.A. HOOLE (MEDICAL) PTY. LTD.	010 689 657
G.F.S. NOMINEES PTY. LTD.	005 180 754
G. LANGE NOMINEES PTY LIMITED	094 634 876
G & L SUCCESS PTY. LTD.	085 754 981
G & P RICUPERO NOMINEES PTY LTD	008 848 093
GARRALEIGH PTY. LTD.	005 751 968
GDC EXCAVATIONS PTY. LTD.	100 299 778
GEBBA PTY LTD	102 683 965
G E DEVELOPMENTS PTY LTD	064 059 034
GEMELLI PTY LTD	002 032 420
GENUFLECT PTY LTD	008 936 347
GEO. R. HANN & SONS PTY. LTD.	009 795 359
G H SEARLE PTY LTD	002 791 175
GISBORNE PLUMBING INCENTIVES LTD	078 864 374
G J ENTERPRISES (2001) PTY LTD	009 421 765
GLIDER PRINTING PTY. LTD.	051 915 032
G L NEWSTEAD PTY LTD	003 006 737
GLOBAL HEALTH ALLIANCE PTY LTD	092 612 541
GLOBALINDO TRADING PTY LTD	101 617 958
GLOBAL PROJECT LOGISTICS PTY LTD	109 198 610
GOLD BERET PTY. LTD.	085 804 673
GOLDENLING TRADING COMPANY PTY LTD	091 652 238
GONICHI TRADE PTY LIMITED	067 180 376
GOODAN PTY LTD	077 187 056
GOOD HARVEST HOLDINGS PTY LIMITED	103 559 977
GOOD STUFF THAT PTY LTD	089 990 045
GORDON FYFE PTY. LTD.	085 981 166
GOSPEL POWER WORLD OUTREACH LTD	097 296 654
GRAHAM FENTON INSURANCE SERVICES PTY LTD	078 306 000
GRASSTREE LODGE PTY LTD	096 035 326
GREENLINE PRODUCE PTY LIMITED	099 525 041
GRIFFIN SALES PTY LTD	000 389 935
GROVE PARK ALBANY PTY LTD	008 874 780
GUARDLINE SECURITY SERVICES PTY LTD	101 585 022
G Y N E IMPORTS PTY. LIMITED	077 492 749
G4 WAREHOUSE LOGISTICS PTY. LTD.	099 926 431

Name of Company	ACN
HALLEL PTY LTD	099 600 389
HALLSTAT PTY. LTD.	010 887 706
HAMPTON MANAGEMENT PTY LTD	060 407 276
HANBENK PTY LTD	084 310 485
HANDS OFF PTY LTD	101 242 808
HAND 2 HAND MEDIA PTY LTD	103 819 683
HARGRAVES NOMINEES PTY LTD	055 058 985
HARLOW HOLDINGS PTY. LIMITED	076 283 111
HARRIS RURAL SUPPLIES (SALES) PTY LTD	001 894 677
HAVENCREW PTY. LTD.	056 924 013
HEDLAND TIDY GARDENING SERVICES PTY LTD	089 627 369
H E HUDSON PTY LTD	002 809 369
HELBARN PTY LTD	076 707 465
HEPTOMEDE PTY LTD	071 109 638
HERTZ ENTERPRISES PTY LTD	096 853 226
HETANO PTY LTD	001 526 576
HIFINITY HOLDINGS PTY LTD	092 526 960
HIFINITY SERVICES PTY LTD	092 526 951
HIFINITY SYSTEMS PTY LTD	092 533 849
HOLIMARK PTY. LIMITED	081 781 928
HOLY GREEN PARK PTY LTD	065 831 156
HOME EQUITY BUILDING SOLUTIONS PTY LTD	065 952 883
HOOPER CONSTRUCTIONS PTY. LIMITED	003 826 560
HOPETOUN ROAD PTY LTD	072 083 357
HORSLEY ENTERPRISES PTY LTD	075 829 908
HOWLING DOG MEDIA PTY LTD	083 394 147
HULSBY TRANSPORT PTY LTD	099 752 066
IDLI DOSA PTY. LIMITED	096 821 966
IDOAX PTY LTD	002 711 202
IGGIC PTY. LTD.	008 521 382
IGLASS PTY. LTD.	078 968 699
IMAGE FINANCE PTY. LIMITED	063 255 765
IMARI HOLDINGS PTY. LTD.	006 764 307
INJOHN DESIGN PTY. LTD.	010 729 754
INNISFREE DEVELOPMENTS PTY LTD	080 614 213
INTELLIGENT TECHNOLOGIES EMPLOYEE INCENTIVES PTY LIMITED	074 265 928
INTENSIVE LIVESTOCK SOLUTIONS PTY LTD	079 952 382

Name of Company	ACN
INTERLINK COMPUTER SOLUTIONS AUSTRALIA PTY. LIMITED.	000 578 272
INTOWINE PTY LTD	098 221 946
IQ TECHNOLOGY PTY. LIMITED	079 249 451
ITG SHARE PLAN COMPANY PTY LIMITED	098 540 204
IT SOURCE AUSTRALIA PTY LIMITED	083 806 919
J.G. BLUM INVESTMENTS PTY LTD	007 803 205
J & D GROUPS PTY LTD	088 083 416
J & K BURKE HOLDINGS PTY LTD	100 418 399
J & S WALSH CONTRACTING PTY LTD	104 563 117
JAMEYSON WHITE PTY LIMITED	095 199 750
JASONT PTY. LTD.	003 786 730
JAVA TRADING PTY. LTD.	009 494 062
JAYBIRDS PTY LTD	097 094 954
JAYBRON PTY. LTD.	075 725 389
JBD ENTERPRISES PTY. LTD.	079 744 424
JELICO INVESTMENTS LTD	078 864 230
JETCRESS HOLDINGS PTY LTD	099 934 942
JETSON PROPERTY DEVELOPMENT PTY LTD.	084 954 861
J J GOV COURIER PTY LTD	097 470 534
JOESAMIT PTY LTD	097 340 666
JOROM PTY LIMITED	074 423 715
JOVANOV FAMILY INVESTMENTS PTY LTD	090 146 937
JOVANOV HOLDINGS PTY LTD	090 253 615
JPN TAXATION SERVICES PTY LIMITED	081 110 625
JS DOWNUNDER PTY LTD	100 825 170
JT PTY. LTD.	060 225 185
JUPITER STREET MEDIA PTY LTD	091 751 969
JUST SUK'N INDUSTRIAL VACUUM SERVICES PTY LTD	098 850 821
JUTILA ENTERPRISES PTY LTD	102 419 634
JVL CONSTRUCTIONS PTY. LIMITED	069 184 505
K. & A. TRANSPORT PTY. LTD.	007 969 735
K. & N. ELDRED PTY LTD	000 076 684
K.B. & B.T. DEVELOPMENTS PTY LTD	089 233 349
K.I.M. NOMINEES PTY. LTD.	005 192 316
K.J. & K.G. PAUL TRANSPORT PTY. LTD.	007 273 234
K & G COURIERS PTY LTD	095 525 698
K & P INTERIOR WINDOW FASHION PTY LTD	102 660 220

Name of Company	ACN
KAIROS ENTERPRISES AUSTRALIA PTY LIMITED	102 817 210
KALEX PTY LIMITED	008 835 710
KAMANOL PTY LTD	002 629 085
KAMIKAZE PTY LTD	092 432 909
KARANLOW PTY. LTD.	006 047 392
KAROO RESOURCES N.L.	070 561 974
KAYA INVESTMENTS PTY LIMITED	063 387 182
KEENMARK PTY. LIMITED	003 869 618
KEITH HAYWARD REAL ESTATE PTY LTD	002 711 024
KEITH LOWE AND ASSOCIATES PTY. LTD.	069 339 457
KENTJOY PTY. LIMITED	072 697 155
KENWICK PLUMBING PTY LTD	009 431 672
KILLARA MANOR PTY. LTD.	061 270 648
KIMBRACE PTY. LTD.	051 391 461
KINGI BEACH PTY. LTD.	080 570 798
KINGSBEST ENTERPRISES PTY LTD	098 172 751
KINGYIELD INTERNATIONAL PTY. LTD.	078 270 130
KINROSS ENTERPRISES PTY LTD	095 048 301
KMLE (NO. 1) PTY LTD	009 285 527
KNOCK HOLDINGS PTY LIMITED	086 719 468
KOALA CREW PTY LTD	097 829 822
KOKORO SPORTS PTY LTD	108 221 941
KO MENE PTY. LIMITED	073 685 211
KONE PTY. LTD.	088 958 141
KONRAY PTY. LTD.	068 146 430
KOTAGIRI POSTAL SERVICES PTY LTD	094 339 474
K R MCCOY PTY LTD	002 947 355
KURANDALEA PTY LTD	073 040 123
KURANDA PARK PTY LTD	095 302 882
KURANITA PTY. LTD.	072 395 558
L & A PROPERTY MANAGEMENT PTY LTD	085 483 272
LANCASTER HEIGHTS PTY. LTD.	007 352 301
LANDSMECH PTY LTD	081 185 122
LANX CONSULTANCY PTY. LTD.	092 399 794
LARULE PTY. LTD.	006 885 516
LASTON PTY. LIMITED	050 045 362
LAWRENCE FREIGHTERS PTY LTD	102 851 016

Name of Company	ACN
LD & MV WILSON INVESTMENTS PTY. LTD.	087 958 361
LDK JONES & ASSOCIATES PTY LTD	060 010 853
LELING PTY. LTD.	060 177 997
LERIDA PTY. LIMITED	008 562 847
LIDCOMBE PROPERTIES PTY LTD	007 568 194
LIMSTAR PTY. LIMITED	003 983 631
LINCHELE SHIRTS PTY LTD	002 126 070
LIN YANG PTY. LTD.	058 008 094
LISID TEN PTY. LTD.	005 950 532
LIU WEN-CHENG PTY. LTD.	091 074 136
LIVINGSTON & FLOHM PTY LTD	003 096 795
LOUANNA PTY LTD	006 082 024
LOWERPINE PTY. LTD.	067 548 136
LP 2000 PTY LTD	081 341 228
LUCKY WAYS PTY LIMITED	104 077 974
LUPSON CONSULTANTS PTY LTD	102 760 243
LURINGA NOMINEES PTY. LTD.	008 140 743
LYSANDROU ENTERPRISES PTY. LIMITED	085 268 033
M. & S. ANGER PTY. LTD.	056 553 103
M.F.K. INVESTMENTS PTY LTD	000 737 173
M.J. MURDOCH PTY. LIMITED	009 547 344
M.T. KENNEDY PTY LIMITED	086 018 028
M.V. & V. NELSON CONSULTANTS PTY. LIMITED	000 947 268
M & Z POLES CLEANING PTY. LTD.	097 519 170
MACLEOD CONSULTING SERVICES PTY LTD	078 914 511
MAGIC PUDDING INTEGRATED MARKETING PTY LTD	074 999 885
MAITLAND CENTRAL BUSINESS DISTRICT LIMITED	003 461 158
MALCOLM TORRANCE SERVICES PTY. LTD.	006 540 781
MANHATTAN DEVELOPMENTS CORPORATION PTY LTD	097 599 061
MARBAN PROPRIETARY LIMITED	005 922 878
MARCUS HOLMES ARCHITECTS PTY. LTD.	079 853 400
MARIGOLD'S COFFE SATE CLUB PTY LTD	095 221 220
MARIG PTY. LIMITED	003 610 964
MARKAN PTY. LTD.	072 067 586
MARKS HIRE PTY. LTD.	005 422 097
MARMELO PTY. LTD.	005 587 217
MARSANNE PTY LTD	098 935 258

Name of Company	ACN
MARSHALL ROYCE HOLDINGS PTY LTD	054 046 221
MARTMEL (NO. 18) PTY. LTD.	010 639 504
MASCOT AVIATION SERVICES PTY. LTD.	057 960 077
MASSAAD DISTRIBUTORS PTY LIMITED	109 263 167
MASTERMINDS COMPUTER SERVICES PTY. LTD.	095 359 416
MATERIAL & SUPPLY MANAGEMENT SERVICES PTY. LTD.	056 745 825
MAUWIL PTY LTD	062 155 355
MAXAMIZE COMMUNICATIONS PTY LTD	098 938 811
MCARTHUR GROVES PTY LTD	105 323 242
MCCORMACK HOMES PTY LTD	072 756 097
MCKAY'S STORES (HAMPTON) PROPRIETARY LIMITED	004 528 401
MEDICAL QIGONG INTERNATIONAL PTY LTD	080 244 542
MEIERS COMMUNICATION PTY LTD	076 001 968
MELWIRE (QLD.) PTY. LTD.	009 677 105
MENZIES EXPLORATION CO. PTY. LTD.	009 080 853
MERVYN PRIMMER PTY LTD	091 369 541
MESON CONSULTING PTY LTD	090 504 386
MEZZO INTERACTIVE PTY LIMITED	086 478 373
MICROCOMPOWER PTY LTD	076 474 630
MICROHARD INVESTMENTS PTY LTD	095 138 293
MIDSUN PRODUCTIONS PTY. LTD.	084 143 162
MIFSUD PTY LTD	005 271 858
MILLBROOK WATERS PTY LTD	089 832 637
MILNER SUPERMARKETS PTY. LTD.	009 580 554
MISSION IMPOSSIBLE PROMOTIONS PTY LTD	086 144 149
MITEX CARPET DRY CLEANING PTY LTD	102 937 119
MJC MOTORS PTY LTD	102 244 628
MLJ SUPERANNUATION PTY LIMITED	096 972 860
MLR INVESTMENTS PTY LTD	081 222 433
MONARK ENTERPRISES PTY. LTD.	088 028 755
MORTGAGE HOUSE PTY LTD	104 815 518
MOSMAN ANTIQUE CENTRE PTY LTD	076 576 371
MOTO PROJECTS (NO. 4) PTY LIMITED	074 627 606
MPV HOLDINGS PTY. LTD.	098 390 884
MULEBA PTY LIMITED	082 650 511
MULGOA INVESTMENTS PTY LTD	099 167 834
MULTI FINANCE PTY LTD	107 027 001

Name of Company	ACN
MURRAY POPE AND ASSOCIATES PTY. LIMITED	003 487 876
MUSICSAFE PTY. LTD.	006 374 045
MW INVESTMENT GROUP PTY. LIMITED	057 149 005
MY DIAMOND JEWELLERY PTY LTD	098 745 503
N.D. SPILLMAN PTY LTD	061 115 848
N & S HAWKINS HAULAGE PTY. LTD.	072 530 039
NAANTJE PTY LIMITED	002 889 198
NAGATA PTY LTD	003 337 451
NAM TAI VIDEO SHOP PTY. LIMITED	050 545 367
NASDIA PTY LTD	089 622 168
NATCEL PTY. LTD.	067 907 644
NATHANDRA NOMINEES PROPRIETARY LIMITED	005 181 840
NATIVE DESIGNS PTY. LTD.	082 559 082
NATSCOTT AND MADDENS LIVESTOCK PTY LIMITED	078 881 240
NAVONOD HOLDINGS PTY LTD	071 762 288
NAYA DEVELOPMENTS PTY LTD	107 236 368
NEDSGANG PTY. LTD.	072 848 536
NEGRITA STAFF INCENTIVE PLAN PTY LTD	078 946 504
NESSLEAP PTY LTD	003 002 506
NEWRITCH PTY LTD	075 531 430
NEW SOUTH WALES ORGANIC FOODS PTY. LIMITED	053 568 764
NGAI & SONS PTY. LTD.	007 372 572
NICOS & ELLI PHILIPPOU INVESTMENTS PTY. LTD.	065 841 036
NIGHT OWL CLEANING PTY LTD	002 778 725
NO. 11 ADELAIDE STREET PTY. LIMITED	004 689 409
NO. 9 BINNIE STREET PROPRIETARY LIMITED	004 654 942
NOEL'S TRANSPORT PTY LTD	098 445 357
NOEL WHOLESALERS PTY LTD	089 787 262
NOLRAS AUSTRALIA PTY LTD	000 915 364
NOLRAS INDUSTRIES PTY LTD	000 261 610
NORCLO VENTURES PTY LTD	066 779 833
NORTH COAST GRAZING PTY LTD	000 671 483
NORTHEAST WINE MARKETING PTY. LTD.	006 790 245
NOUMEA PTY LTD	008 958 950
NRG AUSTRALIA HOLDINGS (NO.4) PTY LTD	095 989 423
NSW PLASTERERS & CONSTRUCTIONS PTY LTD	061 741 777
O'MARA CONCRETE PTY. LIMITED	003 713 193

Name of Company	ACN
OASIS PACIFIC PETROLEUM PTY LTD	095 734 660
OKICORP. PTY. LTD.	070 015 600
ONE ADMINISTRATION PTY LTD	093 411 575
ONE SIX ENTERPRISES PTY LTD	082 989 320
ON HOLD MARKETING AUSTRALIA PTY LTD	096 516 648
ONTOLOGIQ PTY LTD	109 105 973
OPALBRIDGE INVESTMENTS PTY LTD	097 493 653
OPTIMUS M.I.S. PTY LTD	081 007 436
ORTHOPAEDIC FOUNDATION LIMITED	076 676 054
OTTERLAND PTY. LTD.	081 183 404
OZ GROWN INTERNATIONAL PTY LTD	097 686 461
PACIFIC BBA TEXTILES PTY. LTD.	050 531 023
PALMBEACH PTY. LTD.	075 312 444
PALUKA PTY. LTD.	070 265 495
PANAEFF ENTERPRISES PTY LTD	103 165 608
PANPARK PTY. LTD.	072 960 082
PARAMOUNT INVESTIGATIONS PTY LTD	100 680 297
PARMALAT SUPERANNUATION PTY LTD	009 672 271
PARMENTOS PTY. LIMITED	074 675 906
PATHBROOK PTY. LTD.	091 866 812
PAUL STOCKDALE CONSULTING PTY LIMITED	092 880 576
PCASE CONSULTING PTY LTD	055 855 279
PEEL DEMOLITION & SALVAGE PTY LTD	092 745 698
PENG CHENG PTY. LTD.	097 340 380
PEN HOMES PROPRIETARY LIMITED	004 710 301
PENINSULA ARCHITECTS PTY. LTD.	010 203 460
PENINSULA PRACTICES HOLDINGS PTY LTD	101 119 519
PEOPLES MARKET PTY. LTD.	093 852 790
PERIOD CONSTRUCTIONS PTY. LTD.	068 550 809
PETE'S MECHANICAL PTY LTD	084 341 604
PETER G. MORRIS PTY LTD	009 411 492
PETER HAMILTON PTY LTD	003 264 999
PFL INCENTIVE PLAN LTD	078 296 232
PIKNIK BAKERY PTY LIMITED	101 506 076
PILAR PTY. LIMITED	006 440 606
PILEMONT PTY. LTD.	055 540 193
PIONEER DESIGN STUDIO PROPRIETARY LIMITED	004 728 929

Name of Company	ACN
PIPE CON ENGINEERING SERVICES PTY. LTD.	071 258 127
PITTWATER RADIOLOGY HOLDINGS PTY LTD	101 119 493
P J NORTON PTY LIMITED	090 569 716
PLANT BANK AUSTRALIA PTY LTD	096 902 073
PLASMO MEGA STUDIOS PTY. LTD.	054 659 068
PM LEASING PTY. LTD.	093 852 807
POLYMEDIA ENTERPRISES AUSTRALIA PTY LTD	086 484 586
POLYSCREEN PTY. LIMITED	008 521 702
PORTCOAST HOLDINGS PTY LTD	062 637 754
PORT DOUGLAS LIFESTYLE PTY LTD	099 066 636
PRESTIGE OFFICE EQUIPMENT PTY LTD	001 488 964
PRIMO GROUP HOLDINGS PTY LTD	105 405 927
PRIMO MARKETING & DEVELOPMENT PTY LTD	099 860 303
PRINCESS BIRCHIP PTY. LTD.	005 674 877
PRISTINE FORMWORK CONSTRUCTION PTY LTD	106 910 436
PROFESSIONAL X-RAY SERVICES PTY. LIMITED	003 799 193
PROMISE YOURSELF LIFE INTERNATIONAL PTY. LTD.	098 128 511
PRONORTH PTY LTD	068 191 471
PROVINCIAL IVY PTY LTD	102 893 701
PSD INVESTMENTS PTY LTD	100 847 765
PTS (NO 10) PTY LTD	076 075 495
Q MINING SERVICES PTY LTD	089 263 712
QUALITY FOOD SERVICES (SOUTHSIDE) PTY LTD	072 096 685
QUICKTEA PTY LTD	100 511 840
R. ATKINSON (VIC.) PTY. LTD.	005 018 486
R & E CLEANING & GARDEN SERVICES PTY. LTD.	058 520 353
R & M BORAK PTY LIMITED	090 617 995
R & R GOWLAND PTY LTD	063 098 420
R & V PROJECT CONSULTANTS PTY LTD	076 355 238
RACE NOMINEES PTY LTD	082 188 289
RANDALL WAY PTY. LTD.	007 199 797
RANKIM PTY. LTD.	070 131 878
RAYKEN PTY LTD	080 928 230
R D JOHNSTON PTY LTD	002 892 168
R D STURGISS PTY LTD	003 393 100
RED INVESTMENTS PTY. LTD.	077 949 592
RENEGADE FORCE PTY LTD	097 050 569

Name of Company	ACN
REPLY.COM PTY LTD	089 335 562
RESTORATION METAL COATINGS PTY. LIMITED	007 135 140
RESUME SERVICE VICTORIA (MALVERN FITZROY) PTY LTD	078 093 204
RETAIL TECHNOLOGY PTY LIMITED	002 981 231
RF TORRENS CONSULTING PTY LTD	107 255 587
RHEOLA GOLD MINING COMPANY PTY LTD	067 568 870
RHO TRANSFORMATION TECHNOLOGIES PTY LIMITED	087 724 909
R H POSITIVE MARKETING CAMPAIGNS PTY LIMITED	081 074 526
R H TURTON PTY LTD	001 834 760
RIMULA PTY LTD	088 393 024
ROBIN PATEY PTY LTD	053 003 464
ROBINSON FASHION AGENCIES PTY. LTD.	010 046 018
ROBSON NOMINEES (QLD) PTY. LTD.	010 021 262
ROSENBERG MUFFINS PTY LTD	098 484 238
ROVO ENTERPRISES PTY LTD	002 212 713
ROWMEL PTY LTD	071 524 215
ROYSGOLD PTY. LTD.	076 857 693
RUBBADUBBADOO PTY LTD	099 855 124
RUTLEDGE ENTERPRISES PTY LTD	074 133 001
S. & A. CHARLESWORTH PTY. LIMITED	066 132 910
S.A. BRIGGS PTY LTD	102 863 310
SAE-EUN INTERNATIONAL PTY LTD	106 417 145
SAF EMPLOYMENT AGENCY PTY LTD	104 594 916
SANDOW PTY. LTD.	056 431 308
SAND SALES SERVICES PTY LTD	008 775 362
SANDWEST PTY. LTD.	005 303 515
SARA ROOZ INTERNATIONAL PTY LTD	092 749 918
SCS NETWORK SERVICES PTY. LTD.	084 143 304
S C SURGICAL PTY. LIMITED	067 809 750
SCULLY MAINTENANCE & INSTALLATION PTY. LTD.	097 822 958
SEAL POINT HOLDINGS PTY LTD	009 354 367
SECURE PROPERTIES PTY LTD	105 928 970
SEEDPODS CONCEPTS PTY LTD	108 684 984
SELBY AVENUE PTY LTD	000 540 401
SELBY TYRE AND SERVICE CENTRE PTY. LTD.	005 634 328
SENIOR PUMPING SERVICES PTY. LIMITED	093 513 832
SERVERTECH PTY LTD	074 761 149

Name of Company	ACN
SHADDAN EXCAVATIONS PTY. LTD.	096 912 202
SHANNON NOMINEES NO. 258 PTY. LTD.	059 639 333
SHAR'NICK PTY. LTD.	006 871 727
SHAYDEAN PTY LTD	103 390 487
SIGNUM ACE PAK PTY LTD	055 992 517
SILVERWATER METAL SPINNING PTY. LIMITED	063 105 331
SIMSTAR PTY LTD	078 924 740
SJAMBOK SECURITY PTY LTD	072 080 605
SKY HIGH PAINTING PTY. LTD.	074 916 386
SLADE BUCHANAN PTY. LTD.	064 550 027
SLW PTY LTD	104 264 815
SMART ABJAR STABLE (AUST) PTY LTD	083 225 281
SMOOTHALE PTY. LIMITED	050 292 889
SMOOTHDEN PTY. LIMITED	050 292 852
SNGISDAOR PTY. LTD.	009 726 194
SOMERSET GRAPES PTY LTD	077 259 762
SOMERVILLE'S TRUCK & PLANT SERVICE PTY LTD	003 444 826
SONA INDIAN SWEET PTY LTD	106 177 780
SPECTA DIVING PTY LTD	059 117 789
SPRINGCREEK COMMUNICATIONS PTY LTD	105 067 249
ST. CLEMENT'S INVESTMENTS PTY. LIMITED	004 883 176
STANLEY COMMS. PTY. LTD.	099 926 182
STONEKOR PTY LTD	078 347 118
STRATEGIC EDGE (AUSTRALIA) PTY LTD	108 682 300
STRAUSS CHIROPRACTIC CLINIC PTY LTD	066 285 961
STUART GALBRAITH PTY. LTD.	006 066 084
SULEV PTY. LIMITED	005 443 167
SUMMA MEDICAL LIMITED	104 968 907
SUMMIT COMMUNICATION SYSTEMS PTY. LIMITED	074 279 799
SUNG LEE PTY LTD	001 537 597
SWIMALONG POOL MANAGEMENT SPECIALISTS PTY. LIMITED	066 285 872
T & M DOHERTY INVESTMENTS PTY LTD	067 362 350
TABIZ PTY LTD	001 842 673
TADHANA PTY. LTD.	010 183 061
TAHARA TRADERS PTY. LTD.	007 923 891
TANEGO PTY. LIMITED	050 108 122
TASHI TENZING PTY LIMITED	060 023 270

Name of Company	ACN
TASMANIA NOMINEES (HOBART) PTY. LIMITED	009 498 300
TECHNICAL DEVELOPMENT SERVICES INTERNATIONAL PTY LTD	098 061 968
TECH PACIFIC LIMITED	110 565 734
TERMI - MESH ILLAWARRA PTY. LTD	062 570 996
THE AUSTRALIAN TUNISIAN ASSOCIATION	087 679 025
THE COOKBOOK AGENCY PTY LIMITED	076 743 863
THE MARKETING NETWORK PTY. LTD.	008 029 589
THE OPTICAL TRADING HOUSE. PTY. LIMITED	057 998 697
THERESE HOLDINGS PTY. LTD.	010 091 193
THE ROY RESTAURANT PTY. LTD.	100 963 488
THE SQUARE CLOTHING COMPANY PTY. LIMITED	076 326 577
THE ZEST GROUP PTY. LTD.	086 272 362
THIRTEENTH SEPELDA PTY. LTD.	007 035 645
THOMAS TILLING PROPRIETARY LIMITED	004 738 210
TILLGATE PTY LTD	008 995 220
TINORA PTY LTD	001 920 529
TIPS 4 US PTY LTD	098 159 954
T N & D A CONLIN PTY LTD	098 910 608
TNC FILM PROJECTS PTY LTD	066 893 301
TOKYO JOE'S MYER CENTRE PTY LTD	101 153 217
TOMA SERVICES PTY LTD	085 406 739
TOMATO ADVENTURES PTY. LTD.	095 315 996
TONG & OR CONSULTANTS PTY. LTD.	055 831 448
TOPAZ GLEN PTY. LTD.	010 915 778
TOTAL FLEET PTY LIMITED	098 562 273
TOY ATTIC PTY. LTD.	088 384 365
TRICOM MFG PTY LTD	098 928 548
TRIKAR PTY LIMITED	097 904 375
TRONTOS TECHNOLOGIES PTY LTD	097 433 862
TUBES COMPUTING PTY LTD	069 919 259
TUDOR ASSET PTY LTD	080 546 023
TUNMIND PTY LTD	002 139 899
TWELFTH (1985) M. & G. PTY. LTD.	006 407 030
TWIN WATERS RESORT PTY. LTD.	011 038 485
U.L.R. SALES & SERVICE (VIC) PTY. LTD.	005 287 847
UC SUPERANNUATION FUND LIMITED	070 019 091
UNIC AUSTRALIA PTY. LTD.	057 410 974

Name of Company	ACN
UP FLORENCE PTY LTD	096 881 024
URBAN AQUA CULTURE SYSTEMS PTY LTD	092 001 833
USA PROPERTY GROUP PTY LTD	101 764 201
V.,C.,G. & S. CASTELLO PTY. LTD.	005 982 776
VANASTAR PTY. LTD.	010 965 376
VAN DIEMEN PRIMARY INDUSTRIES PROPRIETARY LIMITED	009 560 641
VAN TRANSPORT PTY LIMITED	087 782 198
VATION PTY. LTD.	005 878 642
VENTURE CONCEPT MARKETING & DESIGN PTY LTD	095 811 304
VERGLINT PTY. LIMITED	003 489 692
VICTORIA HOTEL & NOVELTIES SUPPLIES PTY LTD	081 793 339
VICTORIAN HEALTH CARE CLINICS PTY. LTD.	064 628 048
VIEHAWK PTY LTD	003 002 355
VIKING MINERALS PTY LIMITED	083 616 380
VILMACK PTY. LTD.	006 924 312
VIRGO CONSULTING PTY LTD	093 852 585
VISA HOME LOANS PTY LTD	108 825 654
VISA MORTGAGE MARKET PTY LTD	108 824 291
VISION STUNTS PTY LIMITED	081 057 098
VIXONE PTY. LIMITED	079 491 866
W & R MCKEOWN COMMUNICATIONS PTY LIMITED	095 254 541
WAAS RETAIL PTY LIMITED	108 698 200
WAAS WHOLESALE PTY LIMITED	108 698 219
WATERDRAGON PRODUCTIONS PTY LTD	061 791 713
WAYNE GARDNER HOLDINGS PTY. LTD.	062 286 355
WEBSTER SUPERANNUATION FUND PTY LTD	064 963 113
WEEK FOUR ENTERPRISES PTY. LTD.	107 393 493
WEI YE PTY LTD	108 253 925
WELLWOOD PRODUCTIONS PTY. LTD.	073 174 286
WENDY RAYNER INVESTMENTS PTY LTD	107 698 448
WENT TROPPO PTY LTD	100 068 344
WESTERN SUBURBS RUGBY GROUND PTY LTD	001 267 161
WESTORPEN PTY LTD	009 209 474
WESTWING PTY LTD	065 222 200
W F PTY. LIMITED	074 387 358
W G DONALDSON PTY LTD	002 879 487
WHANAU HOLDING'S PTY. LTD.	097 816 487

Name of Company	ACN
WHITE BAY SHOP FITTERS PTY LTD	000 591 917
WILLOWS SWIM CENTRE PTY LIMITED	083 338 309
WINNING CAMPAIGNS PTY LTD	074 975 465
WINZTAG PTY LTD	095 155 132
WISEBIRD PTY LTD	101 836 944
WONGABURRA PTY. LIMITED	007 690 566
WOTAN RESOURCES PTY LTD	095 153 174
WRITE INFORMATION PTY LTD	085 593 504
YENNORA PTY LTD	009 392 974
YOUNGEE PTY. LTD.	005 953 846
YULABILLA PTY LTD	088 183 966
Z.N. HOLDINGS PTY LTD	008 828 813
ZAGA ENTERPRISES PTY LTD	090 678 792
ZANY HOLDINGS PTY. LTD.	054 008 589
ZEBRA ZIRCON PTY LTD	069 902 656
ZELISTAR PTY. LTD.	092 161 236
ZYZNIX PROPRIETARY LIMITED	101 333 395
1210 PTY LIMITED	053 462 178
17 KENT STREET PTY LTD	108 806 471
71 STEAD STREET PTY LTD	088 346 203