



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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Change to company status

RIGHTS OF REVIEW

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

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

05 / 0967

Pursuant to paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Act apply to the persons named in Schedule A in the case referred to in Schedule B as if:

1. section 609 of the Act were modified or varied by adding after subsection (10):

“(11) A person does not have a relevant interest in securities merely because they apply restrictions on the disposal of the securities by the holder”; and
2. Part 6C.1 of the Act were modified or varied by adding after section 671B:

“671BA For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(11)”.

SCHEDULE A

Wilson HTM Corporate Finance Limited ACN 057 547 323 ("Underwriter").

SCHEDULE B

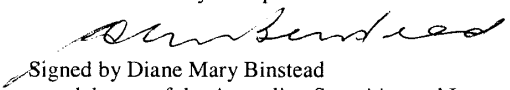
An acquisition of a relevant interest in securities of CathRx Limited ACN 089 310 421 ("CathRx") arising as a result of the entry into an escrow agreement ("Escrow Deeds"), by the Underwriter and each of the following security holders (or any other entity controlled by them or their related bodies corporate):

ACM Technologies Pty Ltd
 Neil Anderson and Genieve Anderson
 Neil Anderson
 CM Capital Investments Pty Ltd
 CIBC Australia VC Fund LLC
 Denis Hanley
 Taraval Associates LLC
 Evan Chong

that:

- (a) restricts disposal of, but not the exercise of voting rights attaching to, the securities of CathRx;
- (b) terminates no later than twelve months after the parties enter into the escrow agreement;
- (c) allows the security holder to accept into a takeover bid where:
 - (i) holders of at least half of the bid class securities that are not subject to the escrow agreement to which the offer under the bid relates have accepted; and
 - (ii) the escrow agreements require that the shares be returned to escrow if the bid does not become unconditional;
- (d) allows the securities the subject of the escrow agreement to be transferred or cancelled as part of a merger by scheme of arrangement or by share buyback; and
- (e) is substantially in the form of the draft Escrow Deeds provided to ASIC on or about 6th September 2005.

Dated this 13th day of September 2005


 Signed by Diane Mary Binstead

as a delegate of the Australian Securities and Investments Commission

05 / 0968

**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 (the "Commission") exempts the person specified in Schedule A from subsection 601FC(4) of the Act in the case described in Schedule B.

Schedule A

I.O.O.F. Investment Management Limited ABN 53 006 695 021 (the "responsible entity") as responsible entity of IOOF / Perennial Cash and Short Term Securities Trust ARSN 087 720 401 (the "Registered Scheme").

Schedule B

The investment of scheme property before 30 September 2005 or the keeping before 1 February 2007 of scheme property invested in:

- (a) a related deposit agreement for the purposes of the trust established under the deed originally between Timothy Bishop and BT Securities Limited dated 23 February 1994 ("1994 Deed") under which responsible entity has agreed to the individually identified assets in which as trustee for the Registered Scheme it or its agent will have an interest and the terms of and counterparty to the related financial derivative as defined in the 1994 Deed where the related deposit agreement includes representations:
- (i) by the trustee for the purposes of the 1994 Deed to the effect that:
- (A) the terms of the related deposit agreement and 1994 Deed do not materially differ from the terms of the pro forma agreement and 1994 Deed given to the Commission on 18 April 1997 except for:
- any variation that the Commission has permitted in writing; or
 - any variation as a result of a deletion of a provision from the agreement, or the re-inclusion of a provision in the agreement, in accordance with the express terms of the agreement; and
- (B) the trustee for the purposes of the 1994 Deed holds an Australian financial services licence;

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- (ii) by the responsible entity to the effect that each authorised investment and related financial derivative is an investment or contract that the responsible entity would be permitted to invest in or be a party to under the constitution of the Registered Scheme.

Dated this 16th day of September 2005



Signed by Rupert Clive Smoker
As a delegate of the Australian Securities and Investments Commission

05 / 0969

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

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

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

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

application fee means the fee (if any) that must be paid to the responsible entity to acquire an interest in the scheme, which is determined by the responsible entity and does not exceed 2% of the consideration to acquire an interest in the scheme;

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

redemption fee means the fee (if any) that must be paid to the responsible entity if an interest is withdrawn from the scheme, which is determined by the responsible entity and does not exceed 2% of the withdrawal proceeds; 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

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

Schedule

Barclays Global Investors Australia Limited ACN 001 804 566 in its capacity as responsible entity of:

1. BGI GSCI[®] Non-Energy Sector Fund ARSN 116 116 164; and
2. BGI GSCI[®] Energy Sector Fund ARSN 116 116 137.

Dated this 14th day of September 2005



Signed by Maree O'Brien
as a delegate of the Australian Securities and Investments Commission

05 / 0970

**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 the person referred to in Schedule A from the requirement to hold an Australian financial services licence in the case referred to in Schedule B and on the condition set out in Schedule C.

Schedule A

Thames River Capital LLP (the *body*), a foreign company to which all of the following apply:

- a) the body has a current Part IV Permission;
- b) the body is a limited liability partnership incorporated in the UK;
- c) the body's primary business is the provision of financial services;
- d) if the body becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C:
 - i) business days have not passed since the body became so aware or should reasonably have become so aware without the body providing full particulars of the failure to ASIC (to the extent that the body knows those particulars or would have known them if it had undertaken reasonable enquiries); and
 - ii) 30 business days have not passed from ASIC receiving those particulars from the body without ASIC notifying the body that it may continue to rely on this instrument.

Schedule B

Where:

- 1. the body has notified the FSA of its intention to locate employees to Australia;
- 2. the body does not provide financial services to any person (*local persons*) within this jurisdiction;
- 3. the body has provided ASIC with:
 - (a) a copy of the Part IV Permission that the FSA has issued to it; and
 - (b) written consents to the disclosure by FSA to ASIC and ASIC to the FSA of any information or document that the FSA or ASIC has that relates to the body. The consents must be in such form (if any) as ASIC specifies in writing.

- 2 -

Schedule C

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The body must notify ASIC, as soon as practicable and in such form if any as ASIC may from time to time specify in writing, of the details of each significant change to, including the termination of, the Part IV Permission applying to the body relevant to the financial services the body provides or intends to provide.

Interpretation

In this instrument:

financial product has the meaning given by Division 3 of Part 7.1 of the Act;

financial service has the meaning given by Division 4 of Part 7.1 of the Act;

FSA means the Financial Services Authority of the United Kingdom;

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

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

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

Commencement

This instrument takes effect on gazettal.

Dated this 12th day of September 2005



Signed by Kristin Holmes

as a delegate of the Australian Securities and Investments Commission

0 5 / 0 9 7 1

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

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

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

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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

Allco Managed Investments Limited ABN 58 101 402 635 in its capacity as responsible entity of Allco Retail Centre Fund ARSN 116 082 716.

Dated this 15th day of September 2005



Signed by Maree O'Brien as a delegate of the
Australian Securities and Investments Commission

05 / 0972

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

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

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5), (6), and (7) the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), (6), and (7) if";
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) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or a withdrawal from

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the scheme to the extent that it depends on allocating a liability to a particular class of an interest in the scheme where the responsible entity:

- (a) allocates that liability to a particular class of an interest in the scheme on economic grounds only; and
- (b) discloses a general description of the basis on which the liability has been allocated 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.

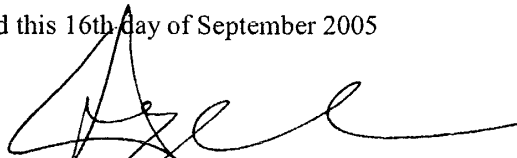
(8) In this section:

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

Permanent Investment Management Limited (ACN 003 278 831) in its capacity as responsible entity of the Grocon Property Trust Australia (ARSN 116 081 728)

Dated this 16th day of September 2005



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



ASIC

05 / 0973

Australian Securities & Investments Commission

Australian Securities and Investment 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 (ASIC) declares that Chapter 5C applies to Permanent Investment Management Limited ACN 003 278 831 (PIML) as responsible entity of the Grocon Property Trust Australia ARSN 116 081 728 (Scheme) in the case set out in the Schedule until 31 December 2005 as if section 601FL of the Act was modified or varied as follows:

- 1 Delete from subsection (1) all the text after the word "it" and substitute the following text:

"must either:

 - (a) Call a members' meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the Scheme is not listed) to choose a company to be the new responsible entity; or
 - (b) Propose a related body corporate to be the new responsible entity to enable members to choose a company to be the new responsible entity in accordance with subparagraph (1A).";
- 2 Insert after subsection (1) the following subsection:

"(1A) The requirements for proposing a related body corporate to be the new responsible entity are as follows:

 - (a) The responsible entity must give members notice (the **notice**) of a proposal to choose a company (the **proposed responsible entity**), which is a wholly owned subsidiary of the responsible entity, to be the Scheme's new responsible entity; and
 - (b) The notice is to be included within or attached to the Product Disclosure Statement that is given to members before the members become bound by a legal obligation to acquire the financial product pursuant to the offer of the interest and in accordance with Division 2 of Part 7.9 of the Act (the **initial Product Disclosure Statement**); and
 - (c) The notice to members must:
 - (i) set out:

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- (A) the responsible entity's reasons for wanting to retire and to appoint the proposed responsible entity;
 - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity;
 - (C) such information about any significant characteristics or features of the proposed responsible entity that are relevant to the operation of the Scheme; and
 - (D) information about any significant benefits or risks associated with appointment of the proposed responsible entity; and
- (ii) state prominently:
- (A) the name and contact details of the proposed responsible entity; and
 - (B) that a responsible entity is not required to obtain the consent of members for the appointment of the proposed responsible entity; and
 - (C) applying for interests in the Scheme deems investors to have approved the appointment of the proposed responsible entity; and
- (d) The members are taken to have chosen the proposed responsible entity to be the new responsible entity by acquiring interests in the Scheme after receiving the notice included within or attached to the initial Product Disclosure Statement."

SCHEDULE

The retirement of PIML as the responsible entity of the Scheme and the appointment of PRE Services Limited (ACN 115 967 087) (**PRE Services**) as the replacement responsible entity of the Scheme where:

1. PRE Services has obtained an Australian financial services licence (**AFSL**) with the correct authorisations to carry out its duties as the responsible entity of the Scheme; and
2. the retirement of PIML and appointment of PRE Services as responsible entity occurs within six weeks of PRE Services being granted its AFSL; and
3. no fees and charges are paid by the Scheme (other than any fees paid to ASIC) in relation to the retirement and replacement of the responsible entity of the Scheme; and
4. PRE Services has executed a Deed Poll dated on or about 2 September 2005 that undertakes:

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- (a) for a period commencing on the date of the initial Product Disclosure Statement until such time as PRE Services becomes responsible entity of the Scheme, it will not make any material change from the position set out in the initial Product Disclosure Statement, in relation to its ownership, board or other matters relevant to its role as responsible entity of the Scheme, except where that change is consistent with a statement made in the initial Product Disclosure Statement; and
- (b) to the extent that it is responsible entity of the Scheme and subject to any unit holder resolution which affects its ability to do so, PRE Services will manage and operate the Scheme in a manner consistent with statements made in the initial Product Disclosure Statement for a period of 12 months.

Dated this 16th day of September 2005.



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

05 / 0974

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

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission varies relief instrument 05/0943 by deleting "9 day of September 2006" and inserting instead "9th day of September 2005".

Dated this 19th day of September 2005

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

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

05 / 0975

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

1. The Australian Securities and Investments Commission (**ASIC**) grants this exemption under paragraph 951B(1)(a) of the *Corporations Act 2001* (Cth) (the **Act**).
2. UBS AG ACN 088 129 613 (the **intermediary**), who is a financial services licensee, does not have to comply with subsections 941A(1) or 941B(1) to the extent that a Financial Services Guide (the **intermediary FSG**) that the intermediary must give in relation to the provision of the financial service referred to in paragraph 3:
 - (a) must be given in the way required by section 940C; and
 - (b) must be given at the time required by subsection 941D(1); and
 - (c) must have a title in accordance with subsection 942A(1).

Where relief applies

3. The exemption in paragraph 2 applies where the intermediary provides a financial service consisting of arranging for the issue of a financial product under an intermediary authorisation and all of the following are satisfied:
 - (a) a prospectus offering ACES has been lodged by SKYCITY Investments Australia Limited ARBN 116 187 305 (the **product provider**) with ASIC on or about 16 September 2005 (the **Prospectus**); and
 - (b) the intermediary FSG forms a separate and clearly identifiable part of the Prospectus; and
 - (c) the expression "Financial Services Guide" appears at or near the front of the part of the Prospectus that is the intermediary FSG; and
 - (d) the Prospectus clearly and prominently discloses the identity of:
 - (i) the person that is to issue the product under the intermediary authorisation; and
 - (ii) the intermediary; and
 - (iii) where the intermediary is an authorised representative — the licensee on whose behalf the intermediary acts in relation to the intermediary authorisation; and
 - (e) the Prospectus clearly and prominently discloses the nature of the relationship between the product provider and:
 - (i) the intermediary; and

05 / 0975

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

Interpretation

4. In this instrument:

- (a) references to provisions are references to provisions of the Act; and
- (b) **ACES** means SKYCITY Adjustable Coupon Exchangeable Securities, which are debentures within the meaning given by section 9;

authorised representative has the meaning given by section 761A;

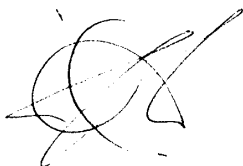
Financial Services Guide has the meaning given by section 761A; and

intermediary authorisation means an arrangement between the product provider who is the issuer of the ACES and the intermediary under which:

- (a) the intermediary, or their authorised representatives, may make offers to people to arrange for the issue, variation or disposal of the ACES by the product provider; and
- (b) the product provider is to issue, vary or dispose of financial products in accordance with such offers, if they are accepted;

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

Dated 16th day of September 2005



Signed by Tien Quach
as a delegate of the Australian Securities and Investments Commission

05 / 0976

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission declares that Chapter 5C applies to Macquarie Goodman Wholesale Limited ACN 113 249 595 in its capacity as responsible entity of Macquarie Goodman Wholesale Trust No. 2 ARSN 116 208 612 until 31 December 2005, as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5), (6), (7), (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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- (7) The constitution does not have to make adequate provision for any entry price that must be paid to acquire an interest in the scheme provided that:
- (a) the constitution states the maximum amount of entry price 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 price that must be paid to acquire an interest in the scheme; and
 - (ii) the factors that will affect the actual amount of application 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 prices that must be paid to acquire an interest in the scheme; and
 - (ii) the factors that will affect the actual amount of entry price that must be paid to acquire an interest in the scheme.
- (8) The constitution does not have to make adequate provision for any withdrawal price that must be paid to withdraw an interest from the scheme provided that:
- (a) the constitution states the maximum amount of withdrawal prices 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 withdrawal prices that must be paid to withdraw an interest from the scheme; and
 - (ii) the factors that will affect the actual amount of withdrawal prices 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 withdrawal prices that must be paid to withdraw an interest from the scheme; and
 - (ii) the factors that will affect the actual amount of withdrawal prices that must be paid to withdraw an interest from the scheme.

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(9) In this section:

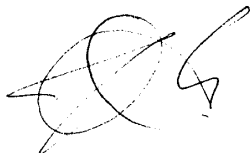
entry price means the fee (if any) that must be paid to the responsible entity to acquire an interest in the scheme, which is determined by the responsible entity and does not exceed 5% of the consideration to acquire an interest in the scheme;

withdrawal price means the fee (if any) that must be paid to the responsible entity if an interest is withdrawn from the scheme, which 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."

Dated this 19th day of September 2005



Signed by Tien Quach
as a delegate of the Australian Securities and Investments Commission

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

1. Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the "**Act**"), and for the avoidance of doubt, the Australian Securities and Investment Commission ("**ASIC**") exempts, until 31 December 2005, the persons in Schedule A from Divisions 2 to 5 of Part 7.9 of the Act in relation to a financial product that is an interest in a managed investment scheme in the case set out in Schedule B.
2. Under paragraph 601QA(1)(a) of the Act, and for the avoidance of doubt, ASIC exempts, until 31 December 2005, the persons in Schedule A from section 601ED of the Act for a managed investment scheme in the case set out in Schedule B.

Schedule A

Foodland Associated Limited ACN 008 667 650 ("**FAL**")
 ABN AMRO Equities Australia Limited ACN 002 768 701 ("**ABN**")
 Progressive Enterprise Holdings Limited ACN 113 919 878 ("**PEH**")
 Metcash Limited ACN 112 073 480 ("**Metcash**")
 Deutsche Securities Australia Limited ACN 003 204 368 ("**Deutsche**")
 Woolworths Limited ACN 000 014 675 ("**Woolworths**")
 UBS AG ACN 088 129 613 ("**UBS**")

Schedule B

Where all of the following apply:

- (a) the FAL demerger takes place;
- (b) the Entitlements of Excluded Foreign Shareholders are transferred to a nominee who sells them through the Relevant Broker;
- (c) the Relevant Broker sells the Entitlements at the best price reasonably obtainable at the time of the sale and the net price (less costs) are remitted to the Excluded Foreign Shareholders; and
- (d) to each Excluded Foreign Shareholder is remitted an amount equal to the average net proceeds received for the sale, multiplied by the number of shares to which the Excluded Foreign Shareholder would otherwise have been entitled.

Interpretation

In this instrument:

Entitlement means:

- (a) where the Transfer Scheme does not become effective - the PEH shares to which Excluded Foreign Shareholders would otherwise have been entitled; or

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(b) where the Transfer Scheme does become effective:

- (i) the Metcash shares to which Excluded Foreign Shareholders would otherwise have been entitled; and
- (ii) the Woolworths shares to which Excluded Foreign Shareholders would otherwise have been entitled;

Excluded Foreign Shareholders means, subject to the terms of the Transfer Scheme, persons who:

- (a) hold FAL shares immediately before the FAL demerger takes place; and
- (b) have registered addresses in jurisdictions other than Australia and New Zealand.

FAL demerger means the proposed transfer of FAL's New Zealand business to PEH and the issue to FAL shareholders of one PEH share for every FAL share held;

Relevant Broker means:

- (a) where the Transfer Scheme does not become effective- ABN;
- (b) where the Transfer Scheme does become effective-
 - (i) in the case of Metcash shares – Deutsche; and
 - (ii) in the case of Woolworths shares – UBS.

Transfer Scheme means the proposed scheme of arrangement voted on by FAL shareholders prior to the FAL demerger, under which:

- (a) Metcash will acquire all the shares in FAL; and
- (b) Woolworths will acquire all the shares in PEH,

immediately following the FAL demerger.

Dated this 15th day of September 2005



Signed by Tien Quach
as delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act – Paragraph 655A(1)(b) – Declaration**

Pursuant to subsection 655A(1) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6 of the Act applies to the persons named in Schedule A in the case referred to in Schedule B as if:

1. the words in subparagraph 637(1)(a)(ii) were deleted and replaced with the words "otherwise – a resolution passed by all the directors of the bidder other than a director who has a material personal interest in the outcome of the bid at the date of lodgement of the bidder's statement with ASIC."; and
2. the words in subparagraph 645(2)(a)(ii) were deleted and replaced with the words "otherwise – a resolution passed by all the directors of the bidder other than a director who has a material personal interest in the outcome of the bid at the date of lodgement of a supplementary bidder's statement with ASIC."

Schedule A

Toll Holdings Limited ACN 006 592 089 ("Bidder")

Schedule B

The off-market takeover bid by the Bidder for all of the fully paid ordinary shares of Patrick Corporation Limited ACN 008 660 124 that it does not already own, as announced on 22 August 2005, where:

1. the only director of the Bidder that has a material personal interest in the outcome of the bid is Mr Alistair Lucas; and
2. that interest arises because Goldman Sachs JB Were has been appointed to advise on the Underwriting Agreement.

Interpretation:

"Underwriting Agreement" means the agreement dated 18 August 2005 entered into between Toll Holdings Limited ACN 006 592 089 and Cricket SA, a company registered in Switzerland, and Virgin Holdings SA, a company registered in Switzerland, ("Virgin Group") in respect of shares in Virgin Blue Holdings Limited (ACN 100 686 226) where Goldman Sachs JB Were has been appointed as the adviser to Virgin Group.

Dated this 14th day of September 2005.



Signed by Rachel Howitt

as delegate of the Australian Securities and Investments Commission

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

Pursuant to subsection 655A(1) of the Corporations Act (**Act**) the Australian Securities and Investments Commission (**ASIC**) exempts the person referred to in Schedule A (**Bidder**) subject to the limitation set out in Schedule E and on the conditions set out in Schedule F for so long as those conditions are met, from compliance with subsections 636(1)(h), 636(1)(k), and 636(1)(l) of the Act, in the case referred to in Schedule B in respect of:

1. any securities in the person named in Schedule C (**Target**) in which the Bidder has a relevant interest because a person referred to in Schedule D has, or commences to have, a relevant interest in those securities;
2. the Bidder's voting power in the Target to the extent it arises because a person referred to in Schedule D has, or commences to have, a relevant interest in securities in the Target;
3. any purchase or agreement in respect of securities in the Target by a person referred to in Schedule D,

by reason of a decision made and implemented by a person referred to in Schedule D who acted independently and without direction from SingTel Optus Pty Limited ACN 052 833 208 (**SingTel Optus**) or any of its subsidiaries (including the Bidder) and Singapore Telecommunications Limited ARBN 096 701 567 (**SingTel**).

And pursuant to section 655A of the Act, ASIC exempts the Bidder, subject to the limitation set out in Schedule E and the conditions set out in Schedule G for so long as those conditions are met, from compliance with subsection 621(3) of the Act, in the case referred to in Schedule B, in respect of any purchase or agreement by a person referred to in Schedule D in respect of securities in the Target by reason of a decision made and implemented by a person referred to in Schedule D who acted independently and without direction from SingTel Optus or any of its subsidiaries (including the Bidder) and SingTel.

SCHEDULE A

Optus Networks Pty Limited ACN 008 570 330

SCHEDULE B

The takeover bid by the Bidder for the ordinary shares in the Target announced to the Australian Stock Exchange Limited ACN 008 624 691 on 21 July 2005 in respect of which a bidder's statement will be lodged with ASIC on or about 14 September 2005 (**Takeover Bid**).

SCHEDULE C

Alphawest Limited ACN 009 222 931

SCHEDULE D**0 5 / 0 9 7 9**

1. A related body corporate of SingTel which:
 - (a) is operated and managed outside Australia;
 - (b) is an associate of the Bidder only because of paragraph (a) of the definition of 'associate' in subsection 12(2) of the Act; and
 - (c) is not involved in the planning or progress of the bid referred to in Schedule B, excluding SingTel and its subsidiaries; or
2. A subsidiary of SingTel which:
 - (a) is operated and managed outside Australia;
 - (b) is an associate of the Bidder only because of paragraph (a) of the definition of 'associate' in subsection 12(2) of the Act; and
 - (c) is not involved in the planning or progress of the bid referred to in Schedule B, **(Downstream Body Corporate)**.

SCHEDULE E

The exemptions shall not apply:

1. where the aggregate number of voting shares of the Target in which related bodies corporate of SingTel, during the period described in subsection 621(3) of the Act have a relevant interest (other than pursuant to an agreement between the Bidder and UXC Limited ACN 067 682 928 dated 21 July 2005), exceeds five per cent of the voting shares of the Target; or
2. in respect of any relevant interest, purchase or agreement of or by a Downstream Body Corporate of which the Bidder has actual knowledge prior to the lodgement of the bidder's statement referred to in Schedule B.

SCHEDULE F

The exemptions are granted on the following conditions:

- (a) with regard to a Downstream Body Corporate, the Bidder makes reasonable efforts between lodgment of the bidder's statement referred to in Schedule B and the end of the offer period of the Takeover Bid to:
 - (i) obtain all of the information required to be disclosed under subsections 636(1)(h), 636(1)(k) and 636(1)(l) of the Act; and
 - (ii) comply with the supplementary statement provisions in Division 4 of Part 6.5 of the Act;

- (b) that the Bidder gives to ASIC during the offer period of the Takeover Bid details of its efforts to ascertain the information specified in (a) including copies of correspondence sent to the Downstream Bodies Corporate;
- (c) the Bidder discloses in the bidder's statement (as supplemented) the effect of this exemption; and
- (d) the Bidder includes any information obtained under paragraph (a) in a replacement bidder's statement or a supplementary bidder's statement.

SCHEDULE G

The exemption is granted on the following conditions:

- (a) that the Bidder makes reasonable efforts to determine whether a price higher than the bid price was paid, or agreed to be paid, for ordinary shares in the Target during the four months preceding the date of the Takeover Bid by a Downstream Body Corporate. This obligation applies after lodgement of the bidder's statement referred to in Schedule B with ASIC and throughout the offer period of the Takeover Bid;
- (b) that the Bidder increases the price to be paid under the Takeover Bid as soon as possible after it discovers that a higher price was paid for ordinary shares in the Target by a Downstream Body Corporate, during the four months preceding the date of the Takeover Bid;
- (c) that the Bidder gives ASIC during the offer period of the Takeover Bid details of efforts made to obtain the information specified in (a) above, including copies of correspondence sent to the Downstream Bodies Corporate, as the case may be; and
- (d) that the Bidder discloses in the bidder's statement (as supplemented) the effect of this exemption.

Dated this 12th day of September 2005



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

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NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is hereby given under section 920E of the Corporations Act that the Australian Securities and Investments Commission has made an order in the terms set out below, which order took effect on the date of service of it on the person to whom it relates, being 19 September 2005.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF PAULA DOLLAS FORD
AND THE CORPORATIONS ACT 2001**

To: PAULA DOLLAS FORD
C/- Mr Dennis Isaacs
Barrister & Solicitor
PO Box 862
WEST PERTH WA 6872

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

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS PAULA DOLLAS FORD permanently** from providing any financial services pursuant to sections 920A and 920B of the Corporations Act 2001 from the date of service of this Banning Order

Dated this 12th day of September 2005.

Signed: 
GAI DI BARTOLOMEO

Delegate of the
Australian Securities and Investments Commission.

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

Under paragraph 741(1)(b) of the *Corporations Act 2001* ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D applies to the persons specified in Schedule A in the case referred to in Schedule C as if section 708A of the Act was modified or varied by:

1. omitting paragraph 708A(13)(a) as notionally inserted by ASIC Class Order [04/671] and replacing it with the following:

"(a) the component security is taken to be a quoted security in the same class of quoted securities to which the component security belonged before it traded on a prescribed financial market as a component of a stapled security;" and

2. adding at the end of subsection 708A(5):

"In calculating the number of days in which trading in the class of securities on a prescribed financial market on which they were quoted was not suspended, for the purposes of paragraph (b), disregard the suspension of quotation on the prescribed financial market of the quoted securities to facilitate the implementation of a Part 5.1 arrangement between the issuer of the quoted securities and its members.";

And under paragraph 1020F(1)(c) of the Act, ASIC declares that Part 7.9 applies to the persons specified in Schedule B in the case referred to in Schedule C as if section 1012DA of the Act was modified or varied by:

3. omitting paragraph 1012DA(13)(a) as notionally inserted by ASIC Class Order [04/671] and replacing it with the following:

"(a) the component product is taken to be a quoted security in the same class of quoted securities to which the component product belonged before it traded on a prescribed financial market as a component of a stapled security;" and

4. adding at the end of subsection 1012DA(5):

"In calculating the number of days in which trading in the class of securities on a prescribed financial market on which they were quoted was not suspended, for the purposes of paragraph (b), disregard the suspension of quotation on the prescribed financial market of the financial product to facilitate the trading of the financial product as a component of a stapled security following the implementation of a Part 5.1 arrangement."

Schedule A

- (i) Macquarie Goodman Management Limited ACN 000 123 071 ("MGM"); and
- (ii) any person who makes an offer for sale of a share in MGM which, under the terms on which it is traded, must be transferred together with an interest in Macquarie Goodman Industrial Trust ARSN 091 213 839 ("MGI").

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Schedule B

- (i) Macquarie Goodman Funds Management Limited ACN 067 796 641 in its capacity as the responsible entity of Macquarie Goodman Industrial Trust ARSN 091 213 839 ("MGI").
- (ii) any person who makes an offer for sale of an interest in MGI which, under the terms on which it is traded, must be transferred together with a share in MGM.

Schedule C

An offer of Macquarie Goodman Stapled Securities for sale on or before 9 February 2006.

Interpretation

"Macquarie Goodman Stapled Security" means a share in MGM and an interest in MGI, under the terms on which each is traded, must be transferred together.

Dated this 21st day of September 2005



Signed by Rupert Smoker
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.

AOGAMI INTERNATIONAL LIMITED ACN 103 274 764 will change to a proprietary company limited by shares. The new name will be AOGAMI INTERNATIONAL PTY LTD ACN 103 274 764.

GOALMINE LIMITED ACN 111 293 255 will change to a proprietary company limited by shares. The new name will be GOALMINE PTY LTD ACN 111 293 255.

MSB LIMITED ACN 107 156 454 will change to a proprietary company limited by shares. The new name will be MSB PTY LTD ACN 107 156 454.

**UNIVERSITY OF WESTERN SYDNEY
FOUNDATION LIMITED** ACN 050 679 671 will change to a public company limited by guarantee

EMMCO LIMITED ACN 110 114 746 will change to a proprietary company limited by shares. The new name will be EMMCO PTY LTD ACN 110 114 746.

HPS GROUP LIMITED ACN 074 619 266 will change to a proprietary company limited by shares. The new name will be HPS GROUP PTY LTD ACN 074 619 266.

MULTI-TRAK LTD ACN 110 274 407 will change to a proprietary company limited by shares. The new name will be MULTI-TRAK PTY LTD ACN 110 274 407.