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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 — Subsections 283GA(1), 601QA(1), 655A(1), 741(1),
951B(1), 992B(1) and 1020F(1) and paragraph 911A(2)(l) — Variations

Enabling legislation

1. The Australian Securities and Investments Commission makes the variations set out in this instrument under subsections 283GA(1), 601QA(1), 655A(1), 741(1), 951B(1), 992B(1) and 1020F(1) and paragraph 911A(2)(l) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Class Order [CO 05/770].

Commencement

3. This instrument commences on the later of:
 - (a) the date of its gazettal; and
 - (b) the date it is registered under the *Legislative Instruments Act 2003*.

Note: An instrument is registered when it is recorded on the Federal Register of Legislative Instruments (*FRLI*) in electronic form: see *Legislative Instruments Act 2003*, s 4 (definition of *register*). The FRLI may be accessed at <http://www.frli.gov.au/>.

Variations

ASIC Class Order [CO 00/180]

4. ASIC Class Order [CO 00/180] is varied by, under the heading “Interpretation”, omitting all the text and substituting:

“In this instrument:

approved foreign market means each of the following financial markets:

- (a) American Stock Exchange;
- (b) Borsa Italiana;
- (c) Bourse de Paris;
- (d) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
- (e) Eurex Amsterdam;

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- (f) Frankfurt Stock Exchange;
- (g) Hong Kong Stock Exchange;
- (h) JSE Securities Exchange;
- (i) London Stock Exchange;
- (j) NASDAQ National Market;
- (k) New York Stock Exchange;
- (l) New Zealand Stock Exchange;
- (m) Stock Exchange of Singapore;
- (n) SWX Swiss Exchange;
- (o) Tokyo Stock Exchange;
- (p) Toronto Stock Exchange.”.

ASIC Class Order [CO 00/181]

5. ASIC Class Order [CO 00/181] is varied by, under the heading “Interpretation”, omitting all the text and substituting:

“In this instrument:

approved foreign market means each of the following financial markets:

- (a) American Stock Exchange;
- (b) Borsa Italiana;
- (c) Bourse de Paris;
- (d) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
- (e) Eurex Amsterdam;
- (f) Frankfurt Stock Exchange;
- (g) Hong Kong Stock Exchange;
- (h) JSE Securities Exchange;
- (i) London Stock Exchange;
- (j) NASDAQ National Market;

- (k) New York Stock Exchange;
- (l) New Zealand Stock Exchange;
- (m) Stock Exchange of Singapore;
- (n) SWX Swiss Exchange;
- (o) Tokyo Stock Exchange;
- (p) Toronto Stock Exchange.”.

ASIC Class Order [CO 00/183]

6. ASIC Class Order [CO 00/183] is varied by, under the heading “Interpretation”, omitting the paragraph commencing “Securities” (first occurring) and substituting:

“Securities shall be taken to be quoted on an approved foreign market if and only if quoted on one of the following financial markets:

- (a) American Stock Exchange;
- (b) Borsa Italiana;
- (c) Bourse de Paris;
- (d) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
- (e) Eurex Amsterdam;
- (f) Frankfurt Stock Exchange;
- (g) Hong Kong Stock Exchange;
- (h) JSE Securities Exchange;
- (i) London Stock Exchange;
- (j) NASDAQ National Market;
- (k) New York Stock Exchange;
- (l) New Zealand Stock Exchange;
- (m) Stock Exchange of Singapore;
- (n) SWX Swiss Exchange;

- (o) Tokyo Stock Exchange;
- (p) Toronto Stock Exchange.

For the avoidance of doubt, securities shall not be taken not to be quoted on an approved foreign market at a particular time only because that market was known by another name at that time.”.

ASIC Class Order [CO 00/185]

7. ASIC Class Order [CO 00/185] is varied by, under the heading “Interpretation”, omitting the paragraph commencing “Securities” and substituting:

“Securities shall be taken to be quoted on an approved foreign market if and only if quoted on one of the following financial markets:

- (a) American Stock Exchange;
- (b) Borsa Italiana;
- (c) Bourse de Paris;
- (d) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
- (e) Eurex Amsterdam;
- (f) Frankfurt Stock Exchange;
- (g) Hong Kong Stock Exchange;
- (h) JSE Securities Exchange;
- (i) London Stock Exchange;
- (j) NASDAQ National Market;
- (k) New York Stock Exchange;
- (l) New Zealand Stock Exchange;
- (m) Stock Exchange of Singapore;
- (n) SWX Swiss Exchange;
- (o) Tokyo Stock Exchange;
- (p) Toronto Stock Exchange.”.

ASIC Class Order [CO 00/214]

8. ASIC Class Order [CO 00/214] is varied by, under the heading "Interpretation", omitting the paragraph commencing "A reference" (first occurring) and substituting:

"A reference to an approved foreign market is a reference to any one or more of the following financial markets:

- (a) American Stock Exchange;
- (b) Borsa Italiana;
- (c) Bourse de Paris;
- (d) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
- (e) Eurex Amsterdam;
- (f) Frankfurt Stock Exchange;
- (g) Hong Kong Stock Exchange;
- (h) JSE Securities Exchange;
- (i) London Stock Exchange;
- (j) NASDAQ National Market;
- (k) New York Stock Exchange;
- (l) New Zealand Stock Exchange;
- (m) Stock Exchange of Singapore;
- (n) SWX Swiss Exchange;
- (o) Tokyo Stock Exchange;
- (p) Toronto Stock Exchange."

ASIC Class Order [00/2338]

9. ASIC Class Order [CO 00/2338] is varied by in paragraph 2 (notional paragraph 621(4B)(a) of the Act):
- (a) omitting from the introductory words "also:" and substituting "also each of the following financial markets:";

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- (b) omitting subparagraphs (i) and (ii) and substituting:
- “(i) American Stock Exchange;
 - (ii) Borsa Italiana;
 - (iii) Bourse de Paris;
 - (iv) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
 - (v) Eurex Amsterdam;
 - (vi) Frankfurt Stock Exchange;
 - (vii) Hong Kong Stock Exchange;
 - (viii) JSE Securities Exchange;
 - (ix) London Stock Exchange;
 - (x) NASDAQ National Market;
 - (xi) New York Stock Exchange;
 - (xii) New Zealand Stock Exchange;
 - (xiii) Stock Exchange of Singapore;
 - (xiv) SWX Swiss Exchange;
 - (xv) Tokyo Stock Exchange;
 - (xvi) Toronto Stock Exchange; and”.

ASIC Class Order [03/184]

10. ASIC Class Order [CO 03/184] is varied by, under the heading “Interpretation” omitting paragraph 3 and substituting:
- “3. “approved foreign market” means each of the following financial markets:
- (a) American Stock Exchange;
 - (b) Borsa Italiana;
 - (c) Bourse de Paris;
 - (d) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
 - (e) Eurex Amsterdam;

- (f) Frankfurt Stock Exchange;
- (g) Hong Kong Stock Exchange;
- (h) JSE Securities Exchange;
- (i) London Stock Exchange;
- (j) NASDAQ National Market;
- (k) New York Stock Exchange;
- (l) New Zealand Stock Exchange;
- (m) Stock Exchange of Singapore;
- (n) SWX Swiss Exchange;
- (o) Tokyo Stock Exchange;
- (p) Toronto Stock Exchange;

and for the avoidance of doubt, each of the above financial markets is not to be taken not to be an approved foreign market at a particular time only because it was known by another name at that time;”.

ASIC Class Order [04/10]

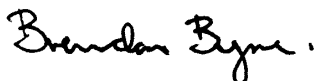
11. ASIC Class Order [CO 04/10] is varied by in paragraph 3 omitting the definition of ***approved foreign market*** and substituting:

“***approved foreign market*** means each of the following financial markets:

- (a) American Stock Exchange;
- (b) Borsa Italiana;
- (c) Bourse de Paris;
- (d) Bursa Malaysia Main Board and Bursa Malaysia Second Board;
- (e) Chicago Board of Trade;
- (f) Eurex Amsterdam;
- (g) Euronext.liffe;
- (h) Frankfurt Stock Exchange;

- (i) Hong Kong Stock Exchange;
- (j) International Petroleum Exchange;
- (k) JSE Securities Exchange;
- (l) Kansas City Board of Trade;
- (m) London Metal Exchange;
- (n) London Stock Exchange;
- (o) NASDAQ National Market;
- (p) New York Board of Trade;
- (q) New York Futures Exchange;
- (r) New York Mercantile Exchange (including COMEX);
- (s) New York Stock Exchange;
- (t) New Zealand Stock Exchange;
- (u) Philadelphia Stock Exchange (including the Philadelphia Board of Trade);
- (v) Stock Exchange of Singapore;
- (w) SWX Swiss Exchange;
- (x) Tokyo Stock Exchange;
- (y) Toronto Stock Exchange.”.

Dated this 4th day of August 2005



Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

05 / 0987

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

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

SCHEDULE A — WHO IS EXEMPT

Any person ("operator") who operates the scheme specified in Schedule B ("scheme") including Break Free Resorts Pty Ltd ACN 100 016 635 and any other person offering an interest in the scheme for issue, other than a person who is aware that any Product Disclosure Statement required to be given to a person under the Act in relation to the scheme, was not given or was given but did not comply with the Act.

SCHEDULE B — SCHEME EXEMPTED

A managed investment scheme which involves registered proprietors ("investors") of strata title units, community title interests or similar interests in real property ("strata unit"), in the investors' discretion, making their strata unit available for use as part of a serviced apartment, hotel, motel or resort complex known as the "Maldives Resort" located at Cnr Woodroffe Avenue and Pacific Street, Main Beach, Queensland, where:

- (a) each strata unit can lawfully be used as a residence;
- (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:

- (i) by a person other than the operator or an associate of the operator; and
- (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is a financial services licensee;
- (e) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment of money to buy the strata unit; and
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where in any 3 month period the total of such payments relates to a period of no more than 3 months and where:
 - (A) that total is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during the period to which the payments relate; and
 - (B) where a FFE Fund has been established for the Investor – no payment or part thereof is used for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit in relation to the period to which the payment relates unless all money in the Fund has first been expended; and
 - (iii) where a FFE Fund has been established for the investor - one or more payments into the Fund where:
 - (A) each payment is by way of a deduction from rental income of the scheme that would otherwise be paid to the investor in relation to a period and does not exceed 3% of the gross rent attributable to the investor for the period; and
 - (B) the balance of the Fund at any point in time does not exceed \$5,000 for each strata unit made available by the investor for use as part of the scheme;
- (f) the sale of the strata unit is not and was not conditional on participation in the scheme and there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme;
- (g) each investor who is a member of the scheme prior to the date of this instrument has, on or before 22nd October 2004, been given:
 - (i) notice in writing that they may immediately withdraw from participation in the scheme in their discretion and without penalty, by giving the operator notice in writing;

- (ii) notice in writing that they may, in their discretion, enter into a new written agreement for making their strata unit available for use as part of the scheme, which agreement includes provisions as specified in Schedule D; and
- (iii) if a Product Disclosure Statement is required to be provided under the Act – a copy of the Product Disclosure Statement for interests in the scheme; and
- (h) the operator provides the notices referred to in subparagraphs (g)(i) and (ii) to ASIC before they are sent to members; and
- (i) as from 22 October 2004 the serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in Schedule D.

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

- 1 The operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- 2 Where a FFE Fund has been established for an investor, the operator must ensure that:
 - (a) the money comprising the Fund is held on trust for the investor in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually; and
 - (b) any balance of the Fund, if any, is promptly returned to the investor at the termination of the scheme or the investor's withdrawal from the scheme, whichever occurs first;
- 3 Each promoter that is involved in making an offer of interests in the scheme for issue must not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers; and
- 4 The operator must comply with the provisions specified in Schedule D which are included in the agreement referred to in paragraph (i) of Schedule B.

SCHEDULE D — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. *Transfer of management rights*
 - (a) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
 - (b) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
 - (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.
2. *Consent of body corporate to new care-taking arrangements*
 - (a) If an operator receives a notice under paragraph 1(b) of this Schedule, the operator must advise all body corporate members of the name of the person to whom the transfer is to be made.
 - (b) Unless the body corporate has consented to the transfer, an operator does not have to transfer the management rights to the person named in the notice described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions.
 - (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.
 - (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the operator.

3. *Price payable on transfer***0 5 / 0 9 8 7**

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

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

4. *Voting*

- (a) In determining if there is a majority of scheme members or body corporate members, the operator and its associates and any person nominated as a replacement operator and associates of that person must not be counted.
- (b) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote.
- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

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

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6. *Assistance*

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

7. *Definitions*

In this Schedule:

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

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

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

Interpretation

In this instrument:

- 1 “FF&E Fund” means a fund established for an investor consisting of money paid by the investor and any interest accrued on that money, to be used from time to time in accordance with the written agreement referred to in paragraph (i) of Schedule B for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit made available by the investor for use as part of the scheme; and
- 2 “offer” is to be interpreted in accordance with subsection 1010C(2) of the Act.

Dated this 16th day of September 2005



Signed by Samantha Osman
as a delegate of the Australian Securities and Investments Commission

05 / 0988

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

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

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5) 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 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) 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

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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 Media Management Limited ACN 115 524 019 in its capacity as responsible entity of Macquarie Media Trust ARSN 116 151 467.

Dated this 20th day of September 2005



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

05 / 0989

**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 exempts Rio Tinto Finance Limited (ACN 008 559 046) ("RTF") from the requirement to hold an Australian financial services licence in the case referred to in Schedule A on the condition in Schedule B.

Schedule A

1. RTF is a wholly-owned subsidiary of Rio Tinto Limited (ACN 004 458 404) ("Rio Tinto"); and
2. The financial services provided by RTF consist only of dealing in derivatives, foreign exchange contracts or debentures, or providing financial product advice in relation to debentures (together "the Exempted Financial Services"); and
3. Any dealing in derivatives or foreign exchange contracts by RTF:
 - (a) must be solely for the purpose of managing a financial risk (and not for trading or speculative purposes) of Leichhardt Coal Pty Limited (ACN 083 181 597) ("Leichhardt") that arises in the ordinary course of Leichhardt's business; and
 - (b) does not involve making a market for derivatives or foreign exchange contracts; and
4. Any dealing in debentures by RTF must be solely for the purpose of enabling:
 - (a) Queensland Alumina Limited (ACN 009 725 044) ("QAL"); or
 - (b) Port Waratah Coal Services Ltd (ACN 001 363 828) ("PWCS"),to issue debentures; and
5. The Exempted Financial Services provided by RTF must only be provided to wholesale clients; and
6. The Exempted Financial Services provided by RTF must not constitute:
 - (a) a significant part of the business of the Rio Tinto Group; or
 - (b) a significant part of the business of Leichhardt, QAL or PWCS; and
7. Rio Tinto has a relevant interest in not less than 25% of the issued shares in each of Leichhardt, QAL and PWCS; and
8. No other entity holds a relevant interest in the majority of the shares in, or otherwise has "control" (as defined in section 50AA of the Act) over, Leichhardt, QAL or PWCS; and

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9. Before RTF provides an Exempted Financial Service to any of Leichhardt, QAL or PWCS (each a "client entity"), RTF obtains a copy of a written approval of the board of the client entity to the provision of Exempted Financial Services by RTF to that client entity, which approval:
- (a) is dated not earlier than 13 months prior to the date of the provision of the Exempted Financial Service; and
 - (b) includes an acknowledgment that the board of the client entity is aware that RTF does not hold an Australian financial services licence.

Schedule B

RTF must prior to providing any Exempted Financial Service to a wholesale client (other than Leichhardt, QAL and PWCS), notify that wholesale client that RTF is exempt from the requirement to hold, and does not hold, an Australian financial services licence.

Interpretation

In this instrument:

"dealing" has the meaning given in section 766C of the Act;

"derivative" has the meaning given in section 761D of the Act;

"financial product advice" has the meaning given in section 766B of the Act;

"foreign exchange contract" has the meaning given in section 761A of the Act;

"making a market" has the meaning given by section 766D of the Act;

"Rio Tinto Group" means Rio Tinto and its related bodies corporate and Rio Tinto plc and its related bodies corporate;

"Rio Tinto plc" means Rio Tinto plc, a company incorporated in England and Wales with registered number 719885; and

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

Commencement

This instrument takes effect on gazettal.

Dated this 23rd day of September 2005



Signed by Hock Peng Lee

as a delegate of the Australian Securities and Investments Commission

05 / 0990

Australian Securities and Investments Commission**Corporations Act 2001 - Paragraph 1075A(1)(a) - Exemption**

Under paragraph 1075A(1)(a) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) hereby exempts the financial products specified in Schedule A from the requirements of subsection 1071H(3) of the Act in the case specified in Schedule B.

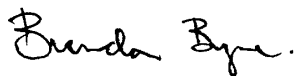
Schedule A

Shares in Progressive Enterprises Holdings Limited ACN 113 919 878 (*PEH*) issued under a scheme of arrangement under Part 5.1 of the Act (*Scheme*) between Foodland Associated Limited ACN 008 667 650 (*FAL*) and its shareholders under which FAL separates its business along geographic lines so that FAL holds most of the Australian business and PEH holds most of the New Zealand business, and in relation to which Scheme a final draft explanatory statement was lodged with ASIC on 15 September 2005.

Schedule B

The transfer of shares in PEH by FAL to eligible FAL shareholders under the Scheme.

Dated 16 September 2005



Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

05 / 0991

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Revocation & Exemption**

Pursuant to paragraph 741(1)(a) of the Corporations Act 2001 (the **Act**), the Australian Securities and Investments Commission (**ASIC**) hereby revokes the instrument of relief issued by Jerry Pearson on 15 July 2005 under paragraph 741(1)(a) that exempted "[a]ny person who makes an offer for sale of shares in Progressive Enterprises Holdings Limited ACN 113 919 878 (**Issuer**)" in the specified case from subsection 707(3) of the Act.

And pursuant to paragraph 741(1)(a) of the Act, ASIC exempts the persons mentioned in Schedule A in the case mentioned in Schedule B from subsection 707(3) of the Act.

Schedule A

Any person who makes an offer for sale of shares in Progressive Enterprises Holdings Limited ACN 113 919 878 (**Issuer**) of the kind referred to in Schedule B.

Schedule B

Offers for sale of shares in the Issuer within 12 months of their issue where those shares were issued pursuant to a scheme of arrangement under Part 5.1 of the Act between Foodland Associated Limited ACN 008 667 650 and its members, in relation to which a final version of the draft explanatory statement was provided to ASIC on 15 September 2005.

Dated this 16th day of September 2005.



Signed by Rachel Howitt
as a delegate of the Australian Securities and Investments Commission

0 5 / 0 9 9 2

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 ("ASIC") declares that Chapter 5C of the Act applies to the person specified in Schedule A in the case set out in Schedule B as if Chapter 5C were modified or varied as follows:

1. after subsection 601GAA(9) as notionally inserted into Chapter 5C by ASIC Class Order [CO 05/26], insert:

"(9A) The responsible entity may set the issue price of interests in the scheme that are components of stapled securities where all of the following apply:

- (a) the stapled securities are quoted on:
 - (i) the financial market of ASX; or
 - (ii) an approved foreign exchangeand the quotation of the stapled securities is not suspended;
- (b) the stapled securities are issued at the current market price, as defined in the constitution;
- (c) the constitution provides that the responsible entity may allocate a proportion of the issue price of the stapled securities to the interests;
- (d) the responsible entity allocates a proportion of the issue price of the stapled securities to the interests in accordance with the constitution;
- (e) any acquisition of interests in the scheme by the responsible entity or an associate of the responsible entity is subject to terms and conditions that would not disadvantage other members of the scheme;"

2. after section 601PC insert:

"601PD For the purposes of this Chapter:

"stapled security" means a share in a body and an interest in a registered scheme which, under the terms on which each is traded, must be transferred together."

05 / 0992

Schedule A

GPT RE Limited ACN 107 426 504 ("**GPT RE**") in its capacity as responsible entity of General Property Trust ARSN 090 110 357 ("**Trust**").

Schedule B

Where GPT RE issues interests in the Trust, which, on the terms on which they may be traded must only be transferred with shares in GPT Management Holdings Limited ACN 113 510 188.

Dated this 21st day of September 2005



Signed by Rupert Clive Smoker
as a delegate of the Australian securities and Investments Commission

05 / 0993

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) - Variation**

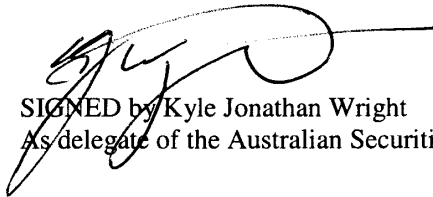
Pursuant to paragraphs 655A(1)(1)(b) and 673(1)(b) of the Corporations Act 2001 (“Act”), the Australian Securities and Investments Commission (“ASIC”) hereby varies ASIC instrument No. 05/0326 dated 5 April 2005 by replacing the text:

"(e) is substantially in the form provided to ASIC on 29 March 2005"

in Schedule B, with the text:

"(e) is substantially in the form provided to ASIC on 14 September 2005."

DATED 23 September 2005.



SIGNED by Kyle Jonathan Wright
As delegate of the Australian Securities & Investments Commission.

05 / 0994

**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 persons referred to in Schedule A in the case mentioned in Schedule B as if provisions of that Chapter were modified or varied as follows:

- (a) omit paragraph 601FC(1)(c) and substitute with the following:
 - "(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in another scheme, where the interests are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";
- (b) omit paragraph 601FD(1)(c) and substitute with the following:
 - "(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and as holders of interests in another scheme, where the interests are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";
- (c) insert the following section after section 601FH:

"601FI For the purposes of sections 601FC and 601FD, *stapled security* means two or more financial products including at least one interest in a registered scheme where:

 - (a) under the terms on which each of the products are to be traded, they must be transferred together; and
 - (b) there are no financial products in the same class as those financial products which may be transferred separately.";
- (d) after notional subsection 208(2) of the Act as included in section 601LC insert:

"(2A) Member approval is not required for the giving of a benefit and the benefit need not be given within 15 months if:

 - (a) the benefit either:
 - (i) is given out of the property of a registered managed investment scheme (*the relevant scheme*); or
 - (ii) could endanger the property of the relevant scheme; and
 - (b) each of the interests in the relevant scheme is a component part of a stapled security; and
 - (c) the benefit is given by:
 - (i) the responsible entity of the relevant scheme; or
 - (ii) an entity that the responsible entity controls; or

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- (iii) an agent of, or person engaged by, the responsible entity; and
 - (d) the benefit is given:
 - (i) where the stapled securities of which interests in the relevant scheme form a component part include interests in another registered managed investment scheme:
 - (A) to the responsible entity of that other scheme; or
 - (B) to that other scheme or any wholly owned entity of that other scheme; or
 - (ii) as a result of a benefit given to one or more of the persons described in paragraph (i) above, to a related party of the responsible entity of the relevant scheme who holds stapled securities (of which interests in the relevant scheme form a component part).
- (2B) For the purposes of this section:
- (a) An entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and
 - (b) A reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries; and
 - (c) *stapled security* means two or more financial products including at least one interest in a registered scheme where:
 - (i) under the terms on which each of the products are to be traded, they must be transferred together; and
 - (ii) there are no financial products in the same class as those financial products which may be transferred separately."

SCHEDULE A

Macquarie Goodman Wholesale Limited ACN 113 249 595 in its capacity as the responsible entity of:

- (a) Macquarie Goodman Wholesale Trust No. 1 ARSN 008 750 627 ("MGWT1"); and
- (b) Macquarie Goodman Wholesale Trust No. 2 ARSN 116 208 612 (MGWT2").


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SCHEDULE B

Where:

- (a) an interest in MGWT1 and an interest in MGWT2 must, under the terms upon which each is to be traded, only be transferred together; and
- (b) there are no interests in MGWT1 or MGWT2 which may be transferred separately.

Dated this 26th day of September 2005



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

05 / 0995

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 741(1) - Exemption**

1. Under paragraph 741(1)(a) of the Corporations Act 2001 (“Act”), the Australian Securities and Investments Commission (“ASIC”) exempts the person specified in Schedule A from compliance with Parts 6D.2 and 6D.3 of the Act in the case referred to in Schedule B.
2. Under paragraph 741(1)(b) of the Act, ASIC declares that Chapter 6D applies to the persons specified in Schedule C in the case referred to in Schedule D as if section 707 were modified or varied by 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.”

Schedule A

Shire plc, a company registered in England, registered number 5492592 (“Shire”).

Schedule B

An offer to Australian resident shareholders of Shire Pharmaceuticals Group plc for the issue of shares in Shire as contained in the Circular for the Scheme of Arrangement and the Prospectus.

Schedule C**0 5 / 0 9 9 5**

Any person who makes an offer of Shire Shares for sale of the kind referred to in Schedule D.

Schedule D

An offer for sale of the Shire Shares that are issued pursuant to the Scheme of Arrangement to the holders at the record time and date for the Scheme of Arrangement of ordinary shares in Shire Pharmaceuticals Group plc.

In this instrument,

"**Circular**" means the explanatory circular to be dated on or about 26 September 2005 to be issued by Shire Pharmaceuticals Group plc to holders of its ordinary shares and describing the proposed Scheme of Arrangement.

"**Prospectus**" means the prospectus to be dated on or about 26 September 2005 issued by Shire under Part 6 of the *Financial Services and Markets Act 2000* (UK) in respect of the introduction of Shire Shares to the official list of the London Stock Exchange.

"**Scheme of Arrangement**" means the scheme of arrangement pursuant to section 425 of the UK *Companies Act 1985* between Shire Pharmaceuticals Group plc and its members as described in the Circular.

"**Shire Pharmaceuticals Group plc**" means Shire Pharmaceuticals Group plc, a company registered in England, registered number 02883758.

"**Shire Shares**" means ordinary shares in Shire.

DATED the 22nd of September 2005



SIGNED by Rachel Howitt
As delegate of the Australian Securities & Investments Commission.

0 5 / 0 9 9 6

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

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6 of the Act applies to:

1. the persons specified in Schedules A and B in the case referred to in Schedule C, as if item 7 of section 611 of the Act were modified or varied by deleting paragraph (a) and replacing it with the following paragraph:

"(a) no votes are cast in favour of the resolution by the person proposing to make the acquisition and their associates; and" ; and

2. the person specified in Schedule B in the case referred to in Schedule D, as if section 609 of the Act were modified or varied by adding the following subsection after subsection 609(10):

"609(11) A person (*the first person*) does not have a relevant interest in securities merely because another person (*the other person*) accepts an offer by the first person to purchase or transfer the securities from the other person, and provides share certificates in respect of shares held by them; where the agreement provides that, in certain circumstances, the first person may acquire only some of the securities in respect of which the other person has accepted the offer.

This subsection stops applying to the relevant interest upon registration in the name of the first person of the securities the subject of the agreement."

Schedule A

Professional Investment Holdings Limited ACN 074 949 429 ("**PIH**")

Schedule B

Aviva Marketing Services Pty Ltd ACN 060 534 947 ("**Aviva**")

Schedule C

An acquisition by Aviva of shares in PIH, which results in Aviva's voting power in PIH increasing to no more than 25.4%, where:

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- (a) the acquisition occurs on or before 28 February 2006 or any later date ASIC consents to in writing; and
- (b) the acquisition is approved by:
 - (i) a resolution passed at a general meeting of PIH which complies with the requirements of Item 7 of the table in section 611 of the Act (as amended by this instrument); and
 - (ii) resolutions passed at separate meetings of holders of each class of shares in PIH, at which no votes are cast in favour of each resolution by Aviva and its associates.

Schedule D

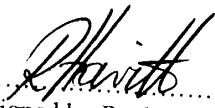
An acquisition by Aviva of an interest in shares in PIH as a result of the acceptance of offers made by Aviva to acquire shares in PIH, where:

- (a) under the offers, the number of shares that will be acquired by Aviva will (if necessary to effect this) be reduced in accordance with a scale-back mechanism substantially the same as that set out in Annexure C of the 'Position Paper' provided by PIH to ASIC on 21 June 2005, to ensure that (among other things) Aviva's voting power in PIH does not exceed 25.4% as a result of the acquisitions that occur pursuant to the acceptances of the offers;
- (b) the offers are capable of acceptance for no more than one month; and
- (c) the offers contain terms to the effect that:
 - (i) until the contracts for the sale of any shares to Aviva in respect of which the offers have been accepted ("**Nominated Shares**") are unconditional, Aviva is not, on any resolution, entitled to exercise, or control the exercise of, a right to vote attaching to the Nominated Shares; and
 - (ii) after the contracts for the sale of any Nominated Shares are unconditional and until registration in Aviva's name of the shares acquired under the contracts occurs:
 - (A) the vendors of the Nominated Shares are not, on any resolution, entitled to exercise, or control the exercise of, a right to vote attaching to the Nominated Shares (except for the appointment under the contracts of sale of Aviva as their attorney to cast such votes (in the exercise of its sole discretion) and the exercise of the votes by Aviva pursuant to that power of attorney); and
 - (B) Aviva is, on any resolution, entitled to exercise, or control the exercise of, a right to vote attaching to the Nominated Shares but only to the extent that, in so doing, Aviva would be exercising, or controlling the exercise of, no more than 25.4% of the total votes that could be cast in a general meeting of PIH on the election of a director,

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provided that paragraph 2 of this instrument shall stop applying to the relevant interest 3 months (or such longer period as ASIC may consent to in writing) after the close of the offers.

Dated this 23rd day of September 2005


.....

Signed by Rachel Howitt
as a delegate of the Australian Securities and Investments Commission

05 / 1001

**Australian Securities and Investments Commission
Corporations Law— Paragraphs 601QA(1)(a)— Revocation**

Under paragraph 601QA(1)(a) of the *Corporations Law*, the Australian Securities and Investments Commission hereby revokes instrument number [00/1516].

Dated this 16th day of September 2005



Signed by Samantha Osman
as a delegate of the Australian Securities and Investments Commission

05 / 1008

**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 ("ASIC") declares that Chapter 5C of the Act applies to the person referred to in Schedule A in the case set out in Schedule B as if Chapter 5C were modified or varied by:

1. after subsection 601GAA(9) as notionally inserted into Chapter 5C by ASIC Class Order [CO 05/26], insert:

"(9A) the responsible entity may set the issue price of interests in the scheme where all of the following apply:

- (a) stapled securities are quoted on:
 - (i) the financial market of ASX; or
 - (ii) an approved foreign exchangeand the quotation of the stapled securities is not suspended;
- (b) the constitution makes provision for the issue price of stapled securities;
- (c) the constitution provides that the responsible entity may allocate a proportion of the issue price of the stapled securities to the interests;
- (d) stapled securities are issued at the current market price, as defined in the scheme constitution;
- (e) any acquisition of interests in the scheme by the responsible entity or an associate of the responsible entity does not disadvantage other members of the scheme; and
- (f) the sum of the price at which the interest and the other financial products are to be issued is to equal the current market price, as defined in the scheme constitution, for the stapled securities."

Schedule A

Babcock & Brown Wind Partners Services Ltd ACN 113 813 997 ("BBWPS") as the responsible entity of the Babcock & Brown Wind Partners Trust ARSN 116 244 118 ("BBWPT").

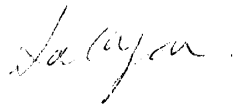
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Schedule B

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Where under the terms on which shares in Babcock & Brown Wind Partners Ltd
ACN 105 051 616 and Babcock & Brown Wind Partners (Bermuda) Ltd ARBN 116
360 715 and an interest in BBWPT are traded they can only be transferred together.

Dated this 26th day of September 2005



Signed by Amney Alayan
as a delegate of the Australian Securities and Investments Commission

05 / 1009

**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 ("ASIC") declares that Chapter 5C of the Act applies to the person referred to in Schedule A in the case set out in Schedule B as if Chapter 5C of the Act were modified or varied as follows:

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

"(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and their interests as holders of shares in other entities, where the interests and shares are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

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

"(c) act in the best interests of members (having regard to their interests as holders of interests in the scheme and their interests as holders of shares in other entities, where the interests and shares are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

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

"(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if:

- (a) the benefit either:

- (i) is given out of the scheme property of a registered scheme; or
- (ii) could endanger the scheme property; and

- (b) all of the interests in the scheme are component parts of stapled securities together with all the shares in one or more companies; and

- (c) the benefit is given by:

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

- (d) the benefit is given to any of the companies referred to in paragraph (b), or a wholly owned entity of any of the companies or of the scheme, or any entity wholly owned, whether directly or indirectly, jointly by the scheme and the companies or any of them.

- (2B) For the purposes of this section:

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- (a) An entity is wholly owned by another entity or entities if all of the shares or interests (as applicable) in the first-mentioned entity are beneficially owned by (in the case of the second-mentioned entity or entities being one or more companies), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or entities or a wholly owned entity of any of them; and
- (b) A reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries."

4. after section 601PC insert:

"601PD for the purposes of this Chapter:

stapled security means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms on which each of the products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately."

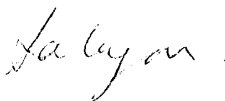
Schedule A

Babcock & Brown Wind Partners Services Ltd ACN 113 813 997 ("BBWPS") as the responsible entity of the Babcock & Brown Wind Partners Trust ARSN 116 244 118 ("BBWPT").

Schedule B

Where interests in BBWPT must, on the terms on which they may be traded, only be transferred with shares in Babcock & Brown Wind Partners Ltd ACN 105 051 616 and Babcock & Brown Wind Partners (Bermuda) Ltd ARBN 116 360 715.

Dated this 26th day of September 2005



Signed by Amney Alayan
as a delegate of the Australian Securities and Investments Commission

05 / 10 10

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

Under paragraph 1020F(1)(c) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") declares that Part 7.9 of the Act applies to the persons referred to in Schedule A in the case referred to in Schedule B as if section 1017E was modified or varied by:

1. omitting "and" at the end of subparagraph 1017E(2)(b)(ii) (as modified by subregulation 7.9.08(4) of the *Corporations Regulations 2001*) and substituting "or";
2. inserting after subparagraph 1017E(2)(b)(ii):
 - "(iii) money that satisfies the following requirements:
 - (A) the money is paid to a product provider, or its agent, to acquire shares that are component parts of a Stapled Security; and
 - (B) the money is paid into the account together with money to which this section applies"; and
3. inserting after subsection 1017E(6):

"(7) In this section:

Stapled Security means two or more financial products including at least one interest in a registered scheme where:

 - (a) under the terms on which each of the products are to be traded, they must be transferred together; and
 - (b) there are no financial products in the same class as those financial products which may be transferred separately."

Schedule A

Babcock & Brown Wind Partners Services Ltd ACN 113 813 997 as the responsible entity of the Babcock & Brown Wind Partners Trust ARSN 116 244 118 ("the Scheme").

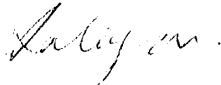
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Schedule B

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Dealing with application money received under an offer of stapled securities consisting of interests in the Scheme together with shares in Babcock & Brown Wind Partners Ltd ACN 105 051 616 and Babcock & Brown Wind Partners (Bermuda) Ltd ARBN 116 360 715 pursuant to a combined prospectus and product disclosure statement to be lodged with ASIC on or about 26 September 2005.

Dated this 26th day of September 2005



Signed by Amney Alayan
as a delegate of the Australian Securities and Investments Commission

05 / 1012

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

Revocation

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) revokes:

- (a) ASIC Instrument [03/940] dated 10 December 2003; and
- (b) ASIC Instrument [05/469] dated 10 May 2005.

Declaration

Under paragraph 601QA(1)(b) of the Act, ASIC declares that Chapter 5C of the Act applies to the persons set out in Schedule A in the case set out in Schedule B as if Chapter 5C were modified or varied as follows:

1. omit paragraph 601FC(1)(c) and substitute:
 - “(c) act in the best interests of members (having regard to their interests as holders of interests in one or more schemes and their interests as holders of shares in a company, where the interests and shares are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and”;
2. omit paragraph 601FD(1)(c) and substitute:
 - “(c) act in the best interests of members (having regard to their interests as holders of interests in one or more schemes and their interests as holders of shares in a company, where the interests and shares are components of a stapled security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and”;
3. section 601LC were modified or varied by inserting after notional subsection 208(2) of the Act as included in that section:
 - “(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if:
 - (a) the benefit either:

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- (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property; and
 - (b) all of the interests in the scheme (except for interests held by Australand Holdings Limited ACN 008 443 696 or its wholly-owned entities, interests held by Australand Property Trust ARSN 106 680 424, and interests that are options to acquire interests) are component parts of stapled securities together with all the shares in a company ("stapled company") and interests in one or more other registered schemes ("stapled scheme"); and
 - (c) the benefit is given by:
 - (i) the responsible entity; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
 - (d) the benefit is given to:
 - (i) a stapled company or an entity wholly owned by it;
 - (ii) a stapled scheme or an entity wholly owned by it;
 - (iii) a trust in which all of the interests are held by one or more of the entities referred to in subparagraphs (i) and (ii); or
 - (iv) a related party of the responsible entity of the scheme in their capacity as holder of stapled securities, where the benefit is given as a result of a benefit given to one or more of the entities referred to subparagraphs (i) to (iii).
- (2B) For the purposes of this section:
 - (a) An entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly-owned entity of it; and
 - (b) A reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”;
- 5. after section 601PC insert:
 - “601PD For the purposes of section 601FC, 601FD and 601LC:

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“stapled security” means two or more financial products including at least one interest in a registered scheme where, under the terms on which each of the products are to be traded, they must be transferred together.”;

6. after subsection 601GAA(9) as notionally inserted into the Act by ASIC Class Order [CO 05/26] insert:

“(9A) The responsible entity may set the issue price of interests in the scheme that are components of stapled securities where all of the following apply:

- (a) the stapled securities are quoted on:
 - (i) the financial market of ASX; or
 - (ii) an approved foreign exchange,and the quotation of the stapled securities is not suspended;
- (b) the stapled securities are issued at the current market price, as defined in the constitution;
- (c) the constitution provides that the responsible entity may allocate a proportion of the issue price of the stapled securities to the interests;
- (d) the responsible entity allocates a proportion of the issue price of the stapled securities to the interest in accordance with the constitution;
- (e) any acquisition of interests in the scheme by the responsible entity or an associate of the responsible entity is subject to terms and conditions that would not disadvantage other members of the scheme.”;

7. omit the definition of “stapled security” in subsection 601GAA(13) as notionally inserted into the Act by ASIC Class Order [CO 05/26] and substitute:

“stapled security” means two or more financial products including at least one interest in a registered scheme where, under the terms on which each of the products are to be traded, they must be transferred together.”.

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Australand Property Limited ABN 90 105 462 137 as the responsible entity of the
Australand Property Trust ARSN 106 680 424 (APT)

Australand Wholesale Investments Limited ABN 12 086 673 092 as the responsible
entity of the Australand Wholesale Property Trust No. 4 ARSN 108 254 413
(AWPT4) and Australand Wholesale Property Trust No. 5 ARSN 108 254 771
(AWPT5)

Schedule B

Where under the terms on which a share in Australand Holdings Limited ABN 12 008
443 696, an interests in APT, an interest in AWPT4 and an interest in AWPT5 are to
be traded, they must be transferred together.

Dated this 27th day of September 2005



Signed by Rupert Clive Smoker
as a 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) –
Declaration and Revocation**

Revocation

Under paragraphs 741(1)(b) and 1020F(1)(c) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) revokes ASIC Instrument [03/1082] dated 10 December 2003.

Declaration

Under paragraph 741(1)(b) of the Act, ASIC declares that Part 6D.2 of the Act applies to the person referred to in Schedule A in the case set out in Schedule C as if subsection 708(13) were modified by:

1. omitting paragraph 708(13)(b) and substituting:
 - “(b) an offer of fully-paid shares in a body to one or more existing holders of shares in the body, under a plan for the reinvestment of one or both of:
 - (i) dividends in respect of shares in the body;
 - (ii) distributions in respect of interests in one or more registered managed investment schemes which, on the terms on which they may be traded, must only be transferred together with shares in the body.”.

Under paragraph 1020F(1)(c) of the Act, ASIC declares that Part 7.9 of the Act applies to the persons referred to in Schedule B in the case set out in Schedule C as if:

1. subsection 1010A(1) were modified by omitting “section 1017F” and substituting “sections 1012D and 1017F,”;
2. subsection 1012D(3) were modified by:
 - (a) omitting “either” at the beginning of paragraph 1012D(3)(b) and substituting “one or more of the following applies”;
 - (b) omitting “or” at the end of subparagraph 1012D(3)(b)(i);
 - (c) omitting “.” at the end of subparagraph 1012D(3)(b)(ii) and substituting “,”;
 - (d) after subparagraph 1012D(3)(b)(ii) inserting:
 - “(iii) in a recommendation situation – the advice that constitutes the relevant conduct relates to an offer of interests in one or more

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registered managed investment schemes, under a plan for the reinvestment of one or both of:

- (A) distributions in respect of interests in the schemes;
 - (B) dividends in respect of shares in a body which, on the terms on which they may be traded, must only be transferred together with interests in the schemes;
- (iv) in an issue situation – the offer or issue that constitutes the relevant conduct is an offer or issue of interests in one or more registered managed investment schemes, under a plan for the reinvestment of one or both of:
- (A) distributions in respect of interests in the schemes;
 - (B) dividends in respect of shares in a body which, on the terms on which they may be traded, must only be transferred together with interests in the schemes.”

Schedule A

Australand Holdings Limited ABN 12 008 443 696 (AHL).

Schedule B

Australand Holdings Limited ABN 12 008 443 696 (AHL).

Australand Property Limited ABN 90 105 462 137 as the responsible entity of the Australand Property Trust ARSN 106 680 424 (APT).

Australand Wholesale Investments Limited ABN 12 086 673 092 as the responsible entity of the Australand Wholesale Property Trust No. 4 ARSN 108 254 413 (AWPT4) and Australand Wholesale Property Trust No. 5 ARSN 108 254 771 (AWPT5)

Schedule C

Offers or issues of, or recommendations to acquire, shares in AHL or interests in APT, AWPT4 and AWPT5 under a plan for the reinvestment of dividends in respect of shares in AHL or distributions in respect of interests in APT, AWPT4 and AWPT5 or both, where on the terms on which those shares and interests may be traded, they must only be transferred together.

Dated this 27th day of September 2005

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

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

**Australian Securities and Investments Commission
Corporations Act - Paragraph 601QA(1)(a) – Exemption****05 / 1014**

Under paragraph 601QA(1)(a) of the *Corporations Act 2001 (the Act)* the Australian Securities and Investments Commission (*ASIC*) exempts each person referred to in Schedule A from section 601FL(2)(a) in the case mentioned in Schedule B and on the conditions set out in Schedule C for so long as they are met.

Schedule A

Challenger Managed Investments Limited (ACN 002 835 592) (*CMIL*)
McLaughlins Financial Services Limited (ACN 088 647 796) (*MFS*)

Schedule B

The proposed change of responsible entity of the PH Sydney Hotel Trust (ARSN 104 253 849) (*Fund*) where members of the Fund approved a resolution on 20 September 2005 that upon the retirement of CMIL as responsible entity of the Fund, MFS is appointed as the new responsible entity of the Fund.

Schedule C

- (i) MFS consents in writing to becoming the Fund's responsible entity with effect from the Transition Date;
- (ii) CMIL lodges a notice with ASIC on the Transition Date asking it to alter the record of the Fund's registration to name MFS as the Fund's responsible entity.

Interpretation

In this instrument:

Proposal means the proposed replacement of CMIL by MFS as responsible entity of the Fund effective from 30 September 2005 as described in the explanatory material accompanying the notices of meeting dated on or about 24 August 2005 calling the meeting of the members of the Fund.

Transition Date means 30 September 2005, being the date upon which the retirement of CMIL as responsible entity of the Fund takes effect.

Dated this 22nd day of September 2005



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

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**Australian Securities and Investments Commission
Corporations Act - 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 each person referred to in Schedule A from section 601FL(2)(a) in the case mentioned in Schedule B and on the conditions set out in Schedule C for so long as they are met.

Schedule A

Challenger Managed Investments Limited (ACN 002 835 592) (*CMIL*)
McLaughlins Financial Services Limited (ACN 088 647 796) (*MFS*)

Schedule B

The proposed change of responsible entity of the Challenger Howard Property Trust for 580 St Kilda Rd, Melbourne (ARSN 098 367 803) (*Fund*) where members of the Fund approved a resolution on 20 September 2005 that upon the retirement of CMIL as responsible entity of the Fund, MFS is appointed as the new responsible entity of the Fund.

Schedule C

- (i) MFS consents in writing to becoming the Fund's responsible entity with effect from the Transition Date;
- (ii) CMIL lodges a notice with ASIC on the Transition Date asking it to alter the record of the Fund's registration to name MFS as the Fund's responsible entity.

Interpretation

In this instrument:

Proposal means the proposed replacement of CMIL by MFS as responsible entity of the Fund effective from 30 September 2005 as described in the explanatory material accompanying the notices of meeting dated on or about 24 August 2005 calling the meeting of the members of the Fund.

Transition Date means 30 September 2005, being the date upon which the retirement of CMIL as responsible entity of the Fund takes effect.

Dated this 22nd day of September 2005



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

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

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

1. in subsection (1), omitting “The” and substituting “Subject to subsection (5), the”;
2. in subsection (4), omitting “If” and substituting “Subject to subsection (5), 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) 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.”.

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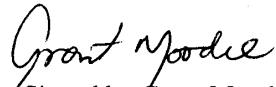
Schedule

0 5 / 1 0 1 6

Mariner Securities Limited ACN 002 163 180 in its capacity as responsible entity of the following schemes:

- (a) Mariner Lease Investment Trust ARSN 115 856 383
- (b) Solutions Investment Group Trust ARSN 115 856 507
- (c) Mariner Hybrid Investment Trust ARSN 115 857 602
- (d) Mariner Australian Share Fund No. 1 ARSN 115 857 871.

Dated this 31st day of August 2005



Signed by Grant Moodie

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**

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 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.

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

- (a) the constitution states the maximum amount of withdrawal fees that will be charged to withdraw an interest from the scheme;
- (b) each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision states the actual amount of withdrawal fees that must be paid to withdraw an interest from the scheme; and
- (c) where a Product Disclosure Statement is not required to be given, each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision states the withdrawal fees that will be charged to withdraw an interest from the scheme.

(8) In this section:

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

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

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

Schedule

Elfred Enterprises Limited ACN 096 077 575, trading as Ray White Invest in its capacity as responsible entity of Ray White Invest Property Trust No 6 ARSN 116 239 760 and Ray White Invest Property Trust No 7 ARSN 116 239 886.

Dated this 23rd day of September 2005



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

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

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

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

- (a) the constitution states the maximum amount of application fees that will be charged to acquire an interest in the scheme;
- (b) each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision states the actual amount of application fees that must be paid to acquire an interest in the scheme; and
- (c) where a Product Disclosure Statement is not required to be given, each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision states the actual amount of application fees that must be paid to acquire an interest in the scheme.

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

- (a) the constitution states the maximum amount of withdrawal fees that will be charged to withdraw an interest from the scheme;
- (b) each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision states the actual amount of withdrawal fees that must be paid to withdraw an interest from the scheme; and
- (c) where a Product Disclosure Statement is not required to be given, each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision states the withdrawal fees that will be charged to withdraw an interest from the scheme.

(9) In this section:

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

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

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

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

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Schedule

BT Funds Management No. 2 Limited ACN 000 727 659 in its capacity as responsible entity of BT Strategic Commodity Active Fund ARSN 115 912 644.

Dated this 2nd day of September 2004



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

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the person specified in Schedule A in relation to the matter referred to in Schedule B as if:

- (a) the definition of "special resolution" in relation to a registered scheme is modified or varied by it being replaced by the following:

"means a resolution by the signing of a document by members who hold at least 75% of the value of the interests of the scheme containing a statement that they are in favour of the resolution set out in the document."

Schedule A

Charter Hall Funds Management Limited ACN 082 991 786 in its capacity as responsible entity of Charter Hall Property Trust ARSN 113 339 147, as the sole member and responsible entity of the Charter Hall Diversified Property Fund ARSN 113 339 503 (the *Fund*).

Schedule B

A resolution of members of a managed investment scheme where all the members are not entitled to vote only because of section 253E of the Act to the effect that the Constitution of the Fund be amended as set out in the Supplemental Deed annexed to the Minutes of Resolution of the sole member dated no later than 14 October 2005.

Dated this 28th day of September 2005.



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

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

Under paragraph 911A(2)(l) of the Corporations Act 2001 the Australian Securities and Investments Commission ("ASIC") hereby varies ASIC instrument [05/0970] dated 12 September 2005 by inserting at the beginning of paragraph (d)(i) of Schedule A the number "15".

Commencement

This instrument takes effect on gazettal.

Dated this 29th September 2005



Signed by Kristin Holmes
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.

ACN 107 211 567 LIMITED ACN 107 211 567 will change to a proprietary company limited by shares. The new name will be ACN 107 211 567 PTY LIMITED ACN 107 211 567.

AUSTRALIAN PUBLIC TRUSTEES LIMITED ACN 095 572 482 will change to a public company limited by shares.

FIRST POINT CAPITAL LIMITED ACN 106 681 145 will change to a proprietary company limited by shares. The new name will be FIRST POINT CAPITAL PTY LTD ACN 106 681 145.

HARNES CORPORATION LIMITED ACN 106 769 706 will change to a proprietary company limited by shares. The new name will be SCARECROW JOE'S PTY LTD ACN 106 769 706.

MULPHA NORWEST LIMITED ACN 000 004 633 will change to a proprietary company limited by shares. The new name will be MULPHA NORWEST PTY LIMITED ACN 000 004 633.

PISCES MARINE AQUACULTURE LIMITED ACN 098 093 022 will change to a proprietary company limited by shares. The new name will be PISCES MARINE AQUACULTURE PTY LTD ACN 098 093 022.

THE ALBERS COMPANIES INCORPORATED PTY. ACN 004 818 268 will change to a proprietary company limited by shares. The new name will be THE ALBERS COMPANIES INCORPORATED PTY. LTD. ACN 004 818 268

AUSTRALIAN PUBLIC TRUSTEES LIMITED ACN 095 572 482 will change to a public company limited by shares.

BRETTS CONSOLIDATED LIMITED ACN 085 683 227 will change to a proprietary company limited by shares. The new name will be BRETTS CONSOLIDATED PTY LIMITED ACN 085 683 227

FREELANCE CONSULTING SERVICES PTY LTD ACN 005 887 178 will change to a public company limited by shares. The new name will be FREELANCE GLOBAL LIMITED ACN 005 887 178.

MAYNE PHARMA PTY LTD ACN 097 064 330 will change to a public company limited by shares. The new name will be MAYNE PHARMA LIMITED ACN 097 064 330.

PARABOS LIMITED ACN 090 642 863 will change to a proprietary company limited by shares. The new name will be PARABOS PTY LIMITED ACN 090 642 863

PRITCHARD EQUITY PTY. LIMITED ACN 100 517 404 will change to a public company limited by shares. The new name will be PRITCHARD EQUITY LIMITED ACN 100 517 404.