

On Her Majesty's Service

CORPORATE AFFAIRS COMMISSION

G.P.O. Box 2626

Sydney, N.S.W. 2001

D S THOMAS & PARTNERS PTY LTD.

148278

WARNING

The documents reproduced in this jacket comprise copies of Notices of Particulars of Charge registered outside New South Wales and created prior to 1 July 1982. They do not form part of the Register of Company Charges maintained under the Companies (New South Wales) Code or any other Register. Charges referred to in this jacket remain registered under the provisions of the law of the State or Territory in force prior to 1 July 1982 in the jurisdiction in which they were originally lodged. The Register of Company Charges kept under the Companies (New South Wales) Code and relating to Charges created on or after 1 July 1982 is comprised in jacket "F".

For documents relating to Charges created prior to 1 July 1982 and registered in New South Wales see Jacket D/F.

ACT

AUSTRALIAN CAPITAL TERRITORY
COMPANIES ACT 1962-1974

No. of Company

N.P. 6035

Section 103 (2.)

17 14 8278-31

CERTIFICATE OF REGISTRATION OF CHARGE

THIS IS TO CERTIFY that a Deed of Equitable Charge dated the Twenty-ninth day of November, 1974, created by D.S. THOMAS & PARTNERS PTY. LIMITED in favour of AUSTRALIA & NEW ZEALAND BANKING GROUP LIMITED to secure advances and accommodation from time to time has this day been registered and numbered 13/75 in the Register of Charges.

GIVEN under my hand and seal,
at Canberra, this Sixth day
of January, 1975.

Registrar of Companies.

Phone No.: 672 2922 489 2222

Date forwarded: _____

Fee paid: _____

in the circumstances to which section 102 (1), or section 108 applies, within the periods referred to therein.

13/75

If receipt is required please tick ☐

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 26th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967
HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.
FILM NUMBER 13051
7/3/84.

Exp/REN
Australian Capital Territory
NEW SOUTH WALES

Companies Act 1964 & 1980

Sections 100 (1) and 102 (1)

JACKET D
Lodged in the office of the
Registrar of Companies
on
6 JAN 1975
[Redacted]
Registrar of Companies
COMMISSIONER

072
Form 26

STATEMENT OF PARTICULARS
TO BE LODGED WITH CHARGE

FOR OFFICE USE ONLY

Reg. No. *CF 635*

Location No.

Date and Batch No.

File/Worksheet No.

Document No. *(9)*

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street Sydney, N.S.W. 2000

D.S. THOMAS & PARTNERS PTY. LIMITED
TO THE CORPORATE AFFAIRS COMMISSION.

1. The charge is given by:	D.S. Thomas & Partners Pty. Limited
2. The date of the creation of the charge is:	29th day of <i>November</i> , 1974.
3. The description of the instrument creating or evidencing the charge is:	Equitable Charge
4. The amount secured by the charge is:	Advances from time to time made by the Mortgagee.
5. A short description of the property affected is:	All of the assets and undertakings of the Company both present and future including uncalled capital and assets acquired after any date of crystallization.
6. The names and addresses of the persons entitled to the charge are:	Australia & New Zealand Banking Group Limited, Martin Place & Pitt Street, Sydney, N.S.W.

Dated this *29th* day of *November*, 1974

[Signature]
Secretary
Agent in New South Wales

* Strike out whichever are inapplicable.

PLEASE COMPLETE

Lodged by: *[Redacted]*

82 PITT STREET,

SYDNEY, N.S.W. 2000

Phone No.: *232 2955* *48222*

Date forwarded: _____

Fee paid: _____

Fee:

\$12 including fee for certificate.

Time for Filing: within

30 days after the creation of the charge,

or,

in the circumstances to which section 102 (1), or section 108 applies, within the periods referred to therein.

If receipt is required please tick ☐

13/75

The CORPORATE AFFAIRS COMMISSION is a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967. It is hereby certified that this transparency is made as a permanent record of a document in its custody or control. FILM NUMBER 13051

7/3/84.

FILED in the Office of the
Corporate Affairs Commission

COMMISSIONER

Form 34

AUSTRALIAN CAPITAL TERRITORY
XXXXXXXXXXXX
XXXXXXXXXXXX
XXXXXXXXXXXX
COMPANIES ORDINANCE 1962 1974

MEMORANDUM OF SATISFACTION
OF REGISTERED CHARGE

FOR OFFICE USE ONLY

Reg. No. 148278 31

Location No.

Date and Batch No.

Loan Worksheet No.

Document No.

For \$5

Australian Capital Territory
XXXXXXXXXXXXXXXXXXXXXXXXXXXX

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 144 XXXXXXXXXXXXXXXXXXXX

TO THE CORPORATE AFFAIRS COMMISSION

OFFICE USE ONLY

together with
dated _____
endorsed _____

For Commissioner

Memorandum of Satisfaction dated
thereon, produced.

D.S. Thomas & Partners Pty. Limited hereby gives
notice that the Equitable Charge dated the 29th
day of November, 1974, numbered 13/75 123405 in the
Register of Charges, and created by*

D.S. THOMAS & PARTNERS PTY. Limited
in favour of AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
for securing advances and accommodation from time to time
was, on the 15th day of June, 1978,
paid or satisfied in full XXXXXXXXXXXXXXX

**Dated this 21st day of June, 1978

The Common Seal of* D. S.
THOMAS & PARTNERS PTY. Limited
was affixed hereto in the presence of -

FORM 34

STATUTORY DECLARATION VERIFYING MEMORANDUM

Francis Cyril Eaton Taplin

of _____ Limited, and
a director of* D.S. Thomas & Partners
Semangal Devi Raju of _____

company, do solemnly and sincerely declare that the particulars contained in the memorandum of
satisfaction of registered charge dated the Twenty-ninth
(see date above **)
November, 1974, are true to the best of our knowledge, information and
belief.

And we make this solemn declaration conscientiously believing the same to be true and by virtue of
the provisions of the Oaths Act, 1900, as amended.
Declared at Sydney in the State of New South Wales

this 21st day of
June, 1978.

Secretary

Before me:

* Insert name of mortgagor company.
† Insert description of instrument creating or evidencing the charge, e.g., "trust deed", "mortgage", "debenture".

† Strike out whichever is inapplicable.

NOTE.—The instrument with a memorandum of satisfaction endorsed thereon should be produced with this memorandum.
In the case of a series of debentures each debenture in the series duly discharged, or if payable to bearer, duly
cancelled, should be produced

Lodged by: P.A. SOMERSET & CO.,
167 MACQUARIE ST., SYDNEY.

Phone: 221 1300.

If receipt is required please tick []

148278
D.S. THOMAS a PART. P/L 148278
SAT. 8/8/78 PENNING

C 58

D.G. THOMAS & PARTNERS PTY.

LIMITED

FORM 32

Section 103(1)

COMPANIES ACT, 1961

REGISTER OF CHARGES TO BE KEPT BY THE CORPORATE AFFAIRS COMMISSION

No. of Company 148278

Document No.	Date of Registration	Date of Creation of Charge by company, or date of Acquisition by company of Property subject to Charge and description of Charge	Amount secured by Charge	Description sufficient to identify property charged	Names of persons entitled to Charge	Receiver or Manager	Memorandum of satisfaction/ release, etc.
						Name and Date of appointment or ceasing to act	
39307	24/4/74	18/4/74 Deed of Equitable Charge.	\$100,000	The Company's undertaking and assets both present and future including its uncalled and called but unpaid capital; being a fixed charge as regards all freehold and leasehold property, fixtures uncalled capital unpaid calls furniture fittings plant and machinery and other chattels (other than stock in trade) books of account vouchers and other documents.	Commercial & General Acceptance Limited		

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

Twentieth

day of July 19 76

R67

M 10730

3927

COMMISSIONER

C 58

D.S. THOMAS & PARTNERS PTY.

LIMITED

FORM 32

COMPANIES ACT, 1961

Section 103(1)

REGISTER OF CHARGES TO BE KEPT BY THE CORPORATE AFFAIRS COMMISSION

No. of Company 148278

Document No.	Date of Registration	Date of Creation of Charge by company, or date of Acquisition by company of Property subject to Charge and description of Charge	Amount secured by Charge	Description sufficient to identify property charged	Names of persons entitled to Charge	Receiver or Manager	Memorandum of satisfaction, release, etc.
						Name and Date of appointment or ceasing to act	
85405	10/12/74	29/11/74 Equitable Charge	Advances from time to time	The Company's undertaking assets both present and future including its uncalled capital; being a fixed charge as regards all uncalled capital goodwill freehold and leasehold property fixtures engines machinery plant and other chattels (other than stock in trade) books of account vouchers and other documents.	Australia & New Zealand Banking Group Limited		

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions Act, 1967. DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

Twentieth

day of July 19 76

M 10730

3927

COMMISSIONER

R67

Jacket D

NEW SOUTH WALES
COMPANIES ACT, 1961
(Section 105 (1))

LODGED in the Office of the
Corporate Affairs Commission
on: **28 JUN 1978**
[Redacted]
COMMISSIONER

Form 34

**MEMORANDUM OF SATISFACTION
OF REGISTERED CHARGE**

Reg. No.	144278-31
Location No.	
Date and Batch No.	
Film W Sheet No.	
Document	28(1558)

TO THE CORPORATE AFFAIRS COMMISSION

Memorandum of Satisfaction dated 29th November 1978 together with
thereon, produced, endorsed,
For Commissioner

D.S. THOMAS & PARTNERS PTY. Limited hereby gives
notice that the Equitable Charge dated the 29th
day of November, 1974, numbered 85405 in the
Register of Charges, and created by*

D.S. THOMAS & PARTNERS PTY. Limited
in favour of AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
for securing advances from time to time
was, on the 15th day of June, 1978,
paid or satisfied in full: ~~XXXXXXXXXX~~

**Dated this 21st day of June, 1978

The Common Seal of* D.S.
THOMAS & PARTNERS PTY. Limited
was affixed hereto in the presence of—

Form 36

STATUTORY DECLARATION VERIFYING MEMORANDUM

We, Francis Cyril Eaton Taplin
of [Redacted]
a director of* D.S. Thomas & Partners Pty. Limited Limited, and
Semangal Devi Raju of [Redacted]

the secretary of that
company, do solemnly and sincerely declare that the particulars contained in the memorandum of
satisfaction of registered charge dated the Twenty-ninth day of
(see date above **) November, 1974, are true to the best of our knowledge, information and
belief.

And we make this solemn declaration conscientiously believing the same to be true and by virtue of
the provisions of the Oaths Act, 1900, as amended.

Declared at Sydney in the State
of New South Wales
this 21st day of
June, 1978.

Before me:

* Insert name of mortgagor company. : Strike out whichever is inapplicable.
† Insert description of instrument creating or evidencing the charge, e.g., "trust deed", "mortgage", "debenture".

Lodged by: P.A. SOMERSET & CO.,
167 MACQUARIE ST., SYDNEY.
Phone: 221 1300.

If a receipt is required please tick ☐

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

DATED this 6th day of July 1978.

COMMISSIONER

5816

M 10730 D. West, Government Printer

R67

Dead Pasted

3/7/78

JACKET C

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

LODGED in the Office of the
Corporate Affairs Commission on

21 JUN 1974

COMMISSIONER

Form A

2002600

FOR OFFICE USE ONLY

Reg. No. 148278

Location No. WIW080

Date and Batch No.

Film W/Sheet No.

CODE: A B C D

C.F.A.

Document No. C19145

\$31 @ 21/6/74

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W., 2000

Annual Return of D. S. THOMAS & PARTNERS PTY. Part A Limited
made up to the Twelfth day of March 1974
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1974.

1. The accounts of the company ^{*were} laid before the Annual General Meeting of the company held on 12th March, 1974.

being—

- * the date of this return.
- * the date of the Annual General Meeting last held before the date of this return.

2. The address of the registered office of the company is:
168 Walker Street,
North Sydney.

3. The address of the place at which the register of members is kept if other than the registered office is:

4. The business names under which the company carries on business are:
D. S. Thomas & Partners Pty. Limited

* Strike out whichever is inapplicable.

Please complete:

Lodged by: Peat, Marwick, Mitchell, & Co.
Australia Square, Sydney.

Phone: 20538

Date forwarded: April, 1974

Fee paid: \$12 & 3/
(For assessment see across re fee)

If a receipt is required please tick ☐

Time for filing:

This document is required to be lodged within one month, or where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period \$12
If lodged within one month after the prescribed period \$16
If lodged more than one month after the prescribed period \$31

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of June 1974.

27th

DATED this

COMMISSIONER

M 107/20

PART B

Summary of Share Capital and Shares

5. NOMINAL SHARE CAPITAL \$ 100,000 divided into } A class: 5,000 shares \$ 1 each
 } B class: 95,000 shares \$ 1 each

6. Total number of shares taken up to the day of 19 } A class: 2,500 shares \$ 1 each
 (being the date of the return or other authorized date) } B class: 300 shares \$ 1 each

TOTAL ISSUED CAPITAL (Nominal Value) \$2,800

7. Number of shares issued:

(a) Subject to payment wholly in cash 2,800

(b) As fully paid up otherwise than in cash -

(c) As partly paid up to the extent of .. per share otherwise than in cash -

TOTAL of items 7 (a), (b), and (c) - (this should agree with total in item 6) 2,800

8. *Number of shares (if any) of each class issued at a discount -

9. Total amount of discount on the issue of shares which has not been written off at the date of this return \$ -

10. (a) *There has been called up on each of .. shares \$ 1

(b) *There has been called up on each of .. shares \$ 1

(c) *There has been called up on each of .. shares \$ -

11. *Total amount:

(a) Of calls received including payments on application and allotment \$ 2,800

(b) (If any) agreed to be considered as paid on .. shares \$ -

which have been issued as fully paid up otherwise than in cash

(c) (If any) agreed to be considered as paid on .. shares \$ -

which have been issued as partly paid up to the extent of ..

per share otherwise than in cash \$ -

TOTAL of items 11 (a), (b) and (c) \$ 2,800

12. Total amount of calls unpaid \$ -

13. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return \$ -

14. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return \$ -

15. Total number of shares forfeited -

16. Total amount paid (if any) on shares forfeited \$ -

17. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company \$ -

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return

- (1) Where there are shares of different kinds or amounts (e.g. Preference and Ordinary of \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEET IN B. NEED NOT be filled in.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called up on shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in D. S. THOMAS & PARTNERS PTY. LIMITED

LIMITED on the Twelfth day of March 19 74 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this list are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this list.

NOTE: In the case of a non-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1963, this list is not required to be supplied.

A company exempted under subsection (1) of section 160 should complete the certificate by the secretary in Part C hereunder.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †	
	Surname	At least one Christian name and other initials		A	B
	MATTINGLEY	Maurice A		625	75
	SHELMERDINE	Eric		625	75
	TAPLIN	Francis C.E.		625	75
	THOMAS	Donald S		625	75

(If space insufficient, use Continuation Sheets and Totals.)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the columns must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of June 19 74.

27th

DATED this

COMMISSIONER

PIN SUPPORTING DOCUMENTS HERE

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname	Any former Christian or other name or names or surname	Usual address:	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Donald Sanderson Directors THOMAS			NONE
Maurice Aubert MATTINGLEY			NONE
Eric SHELMDINE			NONE
Francis Cyril Eaton TAPLIN			NONE
Manager (if any)			
Secretaries			
James JONES			None
Auditors for current financial year and address: Peat, Marwick, Mitchell & Co., Australia Square, Sydney. 2000			

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.
 † In the case of a corporation its corporate name and registered or principal office should be shown.
 ‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

D. S. THOMAS & PARTNERS PTY. Limited

that:

- the company *has ~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have ~~have not~~ been duly audited in accordance with this Act;
- I *have ~~have not~~ referred in my report to any defect or irregularity in the accounts.

Signature: [Redacted]

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165A of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165A of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has ~~has not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has ~~has not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has ~~has not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have ~~have not~~ been properly prepared by a competent person.

* Where not applicable

† Particulars of any defect or irregularity referred to in the report should be given in the notes to the accounts or in any other document required to be attached to the accounts.

AT 2000

[Redacted] Director
 [Redacted] Director

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of June 19 74

DATED this 27th

COMMISSIONER

M 100 100

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares to be given only in the case of a no-liability company.

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
 (b) the date since the last return of incorporation when shares forfeited ~~again~~ for sale and the place of sale;
 (c) the number of shares sold at each sale of forfeited shares ~~again~~ since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares ~~which~~ at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to section 17, section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or put, when no bid was received.

Signature _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that—

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature _____

Secretary _____

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

✚ We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) ~~that we have made an inspection of the share register that transfers have been registered since the date of the last annual return of the company.~~
 (c) that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
 (d) ~~that the excess of members of the company above fifty (counting joint holders of shares as separate persons) wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
 (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
 (f) ~~that at the Annual General Meeting held on _____ the company pursuant to section 165A of the Companies Act, 1961 did not appoint an auditor.~~
 (g) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165B of the Companies Act, 1961 did not appoint an auditor.

Signature: _____

Director

Signature: _____

Secretary

(1) Strike out whichever is inapplicable.

(2) Strike out this paragraph if the company is not a proprietary company.

(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".

(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.

(5) Strike out except in the case of an exempt proprietary company.

(6) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.

(7) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.

(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 172 (5), of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
 THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS
 TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____

(State whether Director, Manager, or Secretary.)

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of June 19 74.

27th

DATED this

COMMISSIONER

JACKET C

NEW SOUTH WALES
Companies Act, 1961
Sections 158 and 160



Form A

FOR OFFICE USE ONLY	
Reg. No.	148278
Location No.	MNACSC
Date and Batch No.	
Film W/Sheet No.	
CODE:	ABC G
C.F.A.	
Document No.	

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W., 2000

PART A

Annual Return of D.S. THOMAS AND PARTNERS PTY. Limited
made up to the TWENTYSECOND day of APRIL 19 75
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 74

1. The accounts of the company ^{were} laid before the Annual General Meeting of the company held on 22ND APRIL 75
being—

- * the date of this return;
- * the date of the Annual General Meeting last held before the date of this return

2. The address of the registered office of the company is:
168 WALKER STREET, NORTH SYDNEY, N.S.W.

- 2a. The address of the principal office of the company (if any) in each participating State is:
AT REGISTERED OFFICE

3. The address of the place at which the register of members is kept if other than the registered office is:
AT REGISTERED OFFICE

4. The business names under which the company carries on business are:

* Strike out whichever is inapplicable.

Please complete:
Lodged by: PEAT MARWICK MITCHELL & CO.
AUSTRALIA SQUARE, SYDNEY
20538

Phone: _____
Date forwarded: _____
Fee paid: _____
(For assessment see across re fee.)

If a receipt is required please tick

FILED

BT 2810 D. WEST, GOVERNMENT PRINTER

3587

W/Sheet No

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
Exempt Proprietary Company \$15
Non-exempt Proprietary or Public Company \$20

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.
If lodged more than one month after the prescribed period an additional \$20 is payable.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of April 19 76

22nd

DATED this

M 1974/19

R67

PART B

Summary of Share Capital and Shares

5. NOMINAL SHARE CAPITAL divided into Ord. "A" Ord. "B" of shares of \$ 1.00 each

6. Total number of shares taken up to the 22nd day of APRIL 1975 (being the date of the return or other authorized date) Ord. "A" Ord. "B" of shares of \$ 1.00 each

TOTAL ISSUED CAPITAL (Nominal Value)

7. Number of shares issued:

(a) Subject to payment wholly in cash

(b) As fully paid up otherwise than in cash

(c) As partly paid up to the extent of per share otherwise than in cash

TOTAL of items 7 (a), (b), and (c) (this should agree with total in item 6)

8. *Number of shares (if any) of each class issued at a discount

9. Total amount of discount on the issue of shares which has not been written off at the date of this return

10. (a) *There has been called up on each of shares

(b) *There has been called up on each of shares

(c) *There has been called up on each of shares

11. *Total amount:

(a) Of calls received including payments on application and allotment

(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash

(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash

TOTAL of items 11 (a), (b) and (c)

12. Total amount of calls unpaid

13. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return

14. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return

15. Total number of shares forfeited

16. Total amount paid (if any) on shares forfeited

17. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return
39307	24.4.1974	\$87,553

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in LIMITED on the TWENTYSECOND day of APRIL 19 75 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this list are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this list.

NOTE: In the case of a liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	THOMAS	Donald Sanderson	[REDACTED]	(834 Ord. "A" (100 Ord. "B" *)
2	TAPLIN	Francis Cyril Eaton	[REDACTED]	(834 Ord. "A" (100 Ord. "B" *)
3	MATTINGLEY	Maurice Albert	[REDACTED]	(834 Ord. "A" (100 Ord. "B" *)

(If space insufficient, use Continuation Sheets and initials).

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

NY 2010-2

* Held in trust for Lethe Pty. Limited

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 22nd day of April 1976

COMMISSIONER

3587

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PIN SUPPORTING DOCUMENTS HERE

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname*	Any former Christian or other name or names or surname	Usual address†	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3), (if none, state so)
Directors			
THOMAS Donald Sanderson	-		Engineer None
MATTINGLEY Maurice Albert	-		Engineer None
TAPLIN Francis Cyril Eaton	-		Engineer None
Manager (if any)			
Secretaries			
JONES James	-		
Auditors for current financial year and address‡	PEAT MARWICK MITCHELL & CO., Aust. Square, Sydney		

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:
D.S. THOMAS AND PARTNERS PTY.

that:

- the company *has ~~not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have ~~not~~ been duly audited in accordance with
- I *have ~~not~~ referred in my report to any defect or irregularity

Signature

~~2. Certificate in respect of a company, the accounts or group accounts of which by reason of the circumstances referred to in subsections (1) or (2) of section 165n of the Companies Act, 1961, are not audited.~~

For the purposes of subsection (5) of section 165n of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has ~~not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has ~~not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has ~~not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have ~~not~~ been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.

† Particulars of any defect or irregularity referred to in the report should be attached.

‡ In the event of the certificate being qualified in any way, particulars should be attached.

BT 2210-3

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of April 1976

22nd

DAIED this

COMMISSIONER

3587

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PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sale of forfeited shares (to be given only in the case of a no-liability company)—

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
 (b) the date since the last return or incorporation when shares were offered for sale and the place of offer;
 (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or, for which no bid was received.

Signature _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
 and that accordingly the company is of a kind to which that subsection applies.

Signature _____

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

✱ We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) having made an inspection of the share register that transfers ^{have¹} ~~been~~ been registered since the date of the last annual return¹
~~the incorporation of the company.~~
 (c) ^{that} the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call.
~~(d) that the names of members of the company above fifty (counting joint holders of shares as one person) entitled to vote at the Annual General Meeting of the company, or of its subsidiary, or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
 (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
 (f) ~~that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~
 (g) ~~that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~

Signature _____

Signature _____

(1) Strike out whichever is inapplicable.

(2) Strike out this paragraph if the company is not a proprietary company.

(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".

(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.

(5) Strike out except in the case of an exempt proprietary company. ^{Note: this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.}

(6) Strike out this paragraph if inapplicable. ^{Note: this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.}

(7) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5), of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
 THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____

(State whether Director, Manager, or Secretary.)

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of April 19 76

22nd

DATED this

COMMISSIONER

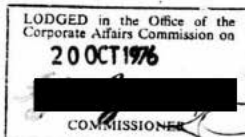
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JACKET.C

NEW SOUTH WALES
Companies Act, 1961
Sections 158 and 160



Form A

\$35 -
20/10/76

FOR OFFICE USE ONLY	
Reg. No.	148278-31
Location No.	
Date and Batch No.	
Film W/Sheet No.	
CODE	ABCG
C.F.A.	
Document No.	

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

PART A

Annual Return of D.S. Thomas and Partners Pty. Limited
made up to the thirtieth day of June 19 76
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 75

1. The accounts of the company ^{were} laid before the Annual General Meeting of the company held on 30th June 19 76

being—

* ~~DATE OF ACCOUNTS~~

* the date of the Annual General Meeting last held before the date of this return.

2. The address of the registered office of the company is:
168 Walker Street, North Sydney, N.S.W.

2a. The address of the principal office of the company (if any) in each participating State is:
At Registered Office

3. The address of the place at which the register of members is kept if other than the registered office is:
At Registered Office

4. The business names under which the company carries on business are:
The name of the company is reserved in the state of -
Not applicable

* Strike out whichever is inapplicable.

Please complete:
Lodged by: Peat, Marwick, Mitchell & Co.
Australia Square, Sydney
20538

Phone: _____

Date forwarded: _____

Fee paid: _____
(For assessment see across re fee.)

If a receipt is required please tick ☐

ST 2310 D. WEST, GOVERNMENT PRINTER

Time for filing:

This document is required to be lodged within one month, or where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
Exempt Proprietary Company \$15
Non-exempt Proprietary or Public Company \$20

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.
If lodged more than one month after the prescribed period an additional \$20 is payable.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

twentieth

DATED this

day of October 19 76

4105

M 10730

R67

COMMISSIONER

PART B

Summary of Share Capital and Shares

5. NOMINAL SHARE CAPITAL \$ 100,000 divided into 8000 Ord. "A" shares of \$ 1.00 each
6. Total number of shares taken up to the day of 19 2502 Ord. "A" shares of \$ 1.00 each
(being the date of the return or other authorized date) 300 Ord. "B"
- TOTAL ISSUED CAPITAL (Nominal Value) .. \$ 2,802
7. Number of shares issued: .. 2,802
- (a) Subject to payment wholly in cash ..
- (b) As fully paid up otherwise than in cash ..
- (c) As partly paid up to the extent of .. per share otherwise than in cash
- TOTAL of items 7 (a), (b), and (c) - (this should agree with total in item 6) .. 2,802
8. Number of shares (if any) of each class issued at a discount ..
9. Total amount of discount on the issue of shares which has not been written off at the date of this return .. \$ -
10. (a) There has been called up on each of 2,802 shares \$ 1
- (b) There has been called up on each of shares \$ -
- (c) There has been called up on each of shares \$ -
11. Total amount: .. 2,802
- (a) Of calls received including payments on application and allotment ..
- (b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash ..
- (c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash ..
- TOTAL of items 11 (a), (b) and (c) .. \$ 2,802
12. Total amount of calls unpaid .. \$ -
13. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return .. \$ -
14. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return .. \$ -
15. Total number of shares forfeited ..
16. Total amount paid (if any) on shares forfeited .. \$ -
17. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company .. \$ -

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return
39307	24.4.1974	

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NECESSARY and insert.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called up or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in

LIMITED on the day of 19 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part C on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	THOMAS	Donald Sanderson		(834 Ord. "A" (100 Ord. "B" *
2	TAPLIN	Francis Cyril Eaton		(834 Ord. "A" (100 Ord. "B" *
3	MATTINGLEY	Maurice Albert		(834 Ord. "A" (100 Ord. "B" *

(If space insufficient, use Continuation Sheets and Initials).

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the columns must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

ST 2810-2

* Held in trust for Lethe Pty Limited.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this twentieth day of October 1976

4105

COMMISSIONER

M 10730

R67

D. S. THOMAS AND PARTNERS PTY. LTD.
CONSULTING ENGINEERS

NORTHSIDE GARDENS
168 Walker Street North Sydney 2060
P.O. Box 291 Telephone (02) 929 8811

Directors
D. S. Thomas F. C. E. Taplin
M. A. Mattingley
Associate Directors
J. E. Frost
M. J. Dare H. F. Hutchison
E. H. Jones

19th October, 1976.

The Commissioner of Corporate Affairs,
175 Castlereagh Street,
SYDNEY, N.S.W. 2000

Dear Sir,

Your reference: P148278 (MB:ES)

Reference is made to your letter of 6th October 1976 regarding
the registered office of the Company and the 1975 Annual Return.

The required Form 37 was lodged at your office on 26th March
1976 document 096323, of which we attach a copy.

The 1975 return is lodged with this letter.

Yours faithfully,
D. S. THOMAS AND PARTNERS PTY. LTD.


F. C. E. TAPLIN
SECRETARY

Encls.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1971, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

DATED this

twentieth

day of October 1976.

4105

M 107.30

R67

COMMISSIONER



CORPORATE AFFAIRS COMMISSION

175 CASTLEREAGH STREET, SYDNEY, N.S.W. 2000

ADDRESS ALL MAIL TO:
THE COMMISSIONER,
G.P.O. BOX 7018
SYDNEY, 2001

Telex CASYD 26504

PHONE: 2 0635 Ext 878

In reply please quote

P 148278 (MB:ES)

Mr. F.C.E. Toplin,
[REDACTED]

6th October, 1976.

Dear Sir,

RE: D.S. THOMAS & PARTNERS
PTY. LTD.

A recent search of the Commission's records reveals that the above company has not yet lodged its 1975 Annual Return. Also it appears that the company's registered office has changed from 4th Floor, 104 Mount Street, North Sydney.

In order that the above company's records be bought up to date I have to request that you attend to the lodgment of the Form 37 (if required) together with the 1975 Annual Return of the company within the next 14 days, or prosecution action may be taken against the officers of the company for non-lodgment of the outstanding documents.

Yours faithfully,
F.J.O. RYAN,
Commissioner.

Per: *116*

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

twentieth

day of October 19 76

4105

M 10730

R67

COMMISSIONER

PIN SUPPORTING DOCUMENTS HERE

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address;	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)	
Directors				
THOMAS Donald Sanderson	-	[REDACTED]	Engineer	None
MATTINGLEY Maurice Albert	-	[REDACTED]	Engineer	None
TAPLIN Francis Cyril Eaton	-	[REDACTED]	Engineer	None
Manager (if any)				
Secretaries				
TAPLIN, Francis Cyril Eaton	-	as above		
Auditors for current financial year and address:		PEAT, MARWICK, MITCHELL & CO. Australia Square, Sydney		

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

D.S. Thomas and Partners Pty.

Limited

that:

- the company *has/~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/~~have not~~ been duly audited in accordance with the Companies Act, 1961;
- I *do/~~do not~~ have not referred in my report to any defect or irregularity.

Signature

~~Certification in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165A of the Companies Act, 1961, are not audited.~~

For the purposes of subsection (5) of section 165A of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/~~has not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/~~has not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/~~has not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/~~have not~~ been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.
† Particulars of any defect or irregularity referred to in the report should be attached.
‡ In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

twentieth

DATED this

day of October 1976

4105

M 10730

R67

COMMISSIONER

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company):

- the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
- the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
- the number of shares sold at each sale of forfeited shares made since the date of the last return, in the case of a first return since the date of incorporation;
- the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return, in the case of a first return since the date of incorporation;
- the number of shares disposed of pursuant to subsection (3), sections three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- the company has more than five hundred members;
- the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
- the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature _____

Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- having made an inspection of the share register that transfers ^{have} ~~have not~~ been registered since the date of the last annual return¹ ~~the incorporation of the company~~;
- that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- ~~that the number of members of the company above fifty (counting joint holders of shares as one person) exceeds twenty; or that the number of members of the company or of its subsidiary or subsidiaries exceeds twenty; or that the company or its subsidiary or subsidiaries is or are not a public company or public companies; or that the company or its subsidiary or subsidiaries is or are not a private company or private companies;~~
- that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 3 of the Companies Act, 1961, during the whole of the financial year to which the return relates.

~~(2) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor,~~

~~(3) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor,~~

Signature _____

Signature _____

(1) Strike out whichever is inapplicable.

(2) Strike out this paragraph if the company is not a proprietary company.

(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".

(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.

(5) Strike out except in the case of an exempt proprietary company.

(6) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company where all the members agreed not under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.

(7) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.

(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (3), of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature _____

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

twentieth

DATED this

day of October 19 76

4105

COMMISSIONER

M 107/76

R67

JACKET C

NEW SOUTH WALLS

Companies Act, 1961

LODGED with the Corporate
Affairs Commission on

COMMISSIONER

Form A

Annual Return
of a Company having a Share CapitalTo be filled in BLOCK LETTERS and lodged with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, New South Wales, 2001
(G.P.O. Box 2018, N.S.W. 2001)

PART A

Reg. No. 148278-21
 Annual Return of D.S. Thomas and Partners Pty. Limited
 made up to the 13th day of December 19 77
 being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 77

1. The accounts of the company ^{*were} laid before the Annual General Meeting of the company held on
~~being—~~ 13th December 19 77

~~* the date of the Annual General Meeting last held before the date of this return.~~

* the date of the Annual General Meeting last held before the date of this return.

*Strike out whichever is inapplicable.

2. The address of the registered office of the company is:

168 Walker Street, North Sydney, 2060.

3. The name of the company is reserved in the participating States of:

Not applicable.

4. The address of the principal office of the company (if any) in each participating State is:

Not applicable.

5. The address of the place at which the register of members is kept if other than the registered office is:

At Registered Office.

6. The business names under which the company carries on business are:

D.S. Thomas and Partners Pty. Limited.

Lodged by: Peat, Marwick, Mitchell & Co.,
Australia Square, Sydney 2000

Phone: 2.0538

Date forwarded: _____

Fee paid: _____
 (For assessment see across re fee.)

Time for filing

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

(For)

If lodged within the prescribed period—

Exempt Proprietary Company

Non-exempt Proprietary or Public Company

With additional fee of \$15 for an Exempt Proprietary or \$20 for Non-exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

S.B. Penalty Fees

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

3rd

day of January 1978.

M 10730 D. West, Government Printer

COMMISSIONER

R67

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$ 100,000	divided into	5000 Ord. 'A' shares of \$ 1.00 each
8. Total number of shares taken up to the day of (being the date of the return or other authorized date)	19	2502 Ord. 'A' shares of \$ 1.00 each	
TOTAL ISSUED CAPITAL (Nominal Value)			\$ 2,802
9. Number of shares issued:			
(a) Subject to payment wholly in cash			2,802
(b) As fully paid up otherwise than in cash			-
(c) As partly paid up to the extent of _____ per share otherwise than in cash			-
TOTAL of items 9 (a), (b) and (c) (this should agree with total in item 8)			2,802
10. Number of shares (if any) of each class issued at a discount			-
11. Total amount of discount on the issue of shares which has not been written off at the date of this return			\$ -
12. (a) There has been called up on each of	2,802	shares	\$ 1.00
(b) There has been called up on each of		shares	\$ -
(c) There has been called up on each of		shares	\$ -
13. Total amount:			2,802
(a) Of calls received including payments on application and allotment		shares	\$ -
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash		shares	\$ -
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of _____ per share otherwise than in cash		shares	\$ -
TOTAL of items 13 (a), (b) and (c)			2,802
14. Total amount of calls unpaid			\$ -
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return			\$ -
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return			\$ -
17. Total number of shares forfeited			-
18. Total amount paid (if any) on shares forfeited			\$ -
19. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company			\$ 40,437

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return
39,307	24.4.1974	\$40,437

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called up on these are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in **D.S. Thomas and Partners Pty.**
LIMITED on the **THIRTY** day of **DECEMBER** 1977 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to the List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	THOMAS	Donald Sanderson		(834 Ord. 'A' 100 Ord. 'B')
2	TAPLIN	Francis Cyril Eaton		(834 Ord. 'A' 100 Ord. 'B')
3	MATTINGLEY	Maurice Albert		(834 Ord. 'A' 100 Ord. 'B')

(If space insufficient, use Continuation Sheets and Initials)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

3rd

day of January 1978

AUDITOR'S REPORT TO THE MEMBERS.

We report on the accompanying accounts being the balance sheet and profit and loss account of D.S. Thomas & Partners Pty. Limited which have been prepared under the historical cost convention stated in Note 1 to the accounts.

The company has been advised of a proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1975 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of escalation fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in the accounts for the year ended 30th June, 1976 as the company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.

Because of the existence of the material uncertainty referred to above, and because of the effects of the ultimate resolution of that uncertainty on the state of affairs of the company as at 30th June, 1976, and on the profit of the company for the year ended on that date could, in our opinion, significantly affect the overall truth and fairness of the matters dealt with in the accounts, we are unable to express an opinion on whether the accompanying accounts, are properly drawn up in accordance with the provisions of the Companies Act, 1961, and so as to give a true and fair view of -

- (a) the state of affairs of the company as at 30th June, 1976, and of the profit for the year then ended on that date, and
- (b) the other matters required by Section 162 of the Act to be dealt with in such accounts.

In our opinion, the accounting records and other records and the registers required by the Act to be kept by the company have been properly kept in accordance with the provisions of the Act.

Dated at Sydney this 12th day of December 1977.

PEAT, MARWICK, MITCHELL & CO.,

J.H. RICHARDSON,

PARTNER.

CHARTERED ACCOUNTANTS.

Registered under the Public Accountants
Registration Act, 1945, as amended.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

3rd

5231

day of June, 1978.

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)	
Directors				
MATTINGLEY, Maurice	-		Engineer	None
Albert				
TAPLIN, Francis Cyril	-		Engineer	None
Eaton				
Manager (if any)				
Secretaries				
RAJU, Semangal Devi	-		Accountant	
TARLIN, Francis Cyril	x			
Rakon				
Auditors for current financial year and address: Peat, Marwick, Mitchell & Co., Australia Square, Sydney				

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and residence or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (d).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of D S THOMAS and Partners Pty Limited for the year ended 30th June, 1970 that:

- the company *has/~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/~~have not~~ been duly audited in accordance with this Act;
- I *have/~~have not~~ referred in my report to any defect or irregularity in the accounts. (copy attached)

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature [Redacted]

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/~~has not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/~~has not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/~~has not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/~~have not~~ been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.

† In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

3rd

day of June, 1970.

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares to be given only in the case of a no-liability company—

- (a) the date when each call made since the date of the last return or in the case of a first return since incorporation, was payable;
 (b) the dates since the last return or incorporation, when shares forfeited were offered for sale and the place of offer;
 (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to subsection (b), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____

Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) having made an inspection of the share register that transfers ~~have~~ ^{have} been registered since the date of the last annual return ^{the incorporation of the company.}
 (c) that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
 (d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.
 (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
 (f) ~~that at the Annual General Meeting held on _____ 19____~~
~~the company pursuant to section 165a of the Companies Act, 1961, did not appoint an auditor.~~
 (g) ~~that at the Annual General Meeting held on _____ 19____~~
~~the company pursuant to section 165n of the Companies Act, 1961, did not appoint an auditor.~~

Director

Secretary

- (1) Strike out whichever is inapplicable.
 (2) Strike out this paragraph if the company is not a proprietary company.
 (3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
 (4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
 (5) Strike out except in the case of an exempt proprietary company.
 (6) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was, at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
 (7) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
 (8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 112 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
 THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE
 TO THE BEST OF MY KNOWLEDGE AND BELIEF.

(State whether Director, Manager or Secretary)

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this _____

3rd

day of January 1978

CON PLS 12
\$75

Regn. No. 148278-31

Location No.

Date and Batch No.

Filmed

Filed

Document No.

554078

SUPPLEMENTARY DOCUMENT

Company Name: D S THOMAS & PARTNERS PTY LTD

This document is intended to be read with and to form part of

* ANNUAL RETURN recordedNo. 13259 lodged in the Office of the CorporateAffairs Commission on or about 22nd December 1977,

which is to be supplemented in the manner following:

(Here set out the manner in which the registered document is to be supplemented).

Item 3 of the Annual Return for the calendar year 19.76.
should correctly read:

"The name of the company is reserved in the participating
States of

Queensland, Victoria and Western Australia

Item 4 of the Annual Return for the calendar year 19.76.
should correctly read:

"The address of the principal office of the company (if any)
in each participating State is

C/- Peat Marwick Mitchell & Co., 288 Edward Street, Brisbane, Qld.

C/- Peat Marwick Mitchell & Co., 447 Collins Street, Melbourne. Vic.

C/- Peat Marwick Mitchell & Co., 10th Fl., 191 St. George's Terrace, Perth. W.A. "

DATED at Sydney, this 28th day of August, 1978.

[Signature] Director

(Signature and description)

[Signature] Secretary

(Signature and description)

(This document is to be signed by the person or persons who signed the document which this document is intended to supplement.)

*Insert description of document

Lodged by: D.S. Thomas & Partners Pty. Ltd.

46-48 Nicholson Street

St. Leonards. N.S.W. 2065

Telephone No.: 4383399

C11

Lodged in the Office of the Corporate
Affairs Commission on:

28 AUG 1978

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of May 1979.

twenty-ninth

DATED this

6720

LOGGED with the Corporate
Affairs Commission, 16 FEB 1978

EF 120661

NFE + 20 (b)(1)
16/2/78
AL

NOTICE OF
RESIGNATION OR REMOVAL OF AUDITOR.

FORM 50C
Companies Act 1961.
Section 166B (12).

COMPANY NO. 148278-31

Document No.

To the Registrar of Companies.

27 FEB 1978

D. S. THOMAS AND PARTNERS PTY.

Limited

hereby gives notice that on the 12th day of December, 1977 -

SECTION A: RESIGNATION OF AUDITOR(S)

notice was received of the resignation of PEAT MARWICK MITCHELL AND CO.

as Auditor(s) of the Company to take effect from 12th December, 1977.

SECTION B: REMOVAL OF AUDITOR(S)

B1. , the Auditor(s) of the company were/was* removed from office, by resolution of the company at a general/an annual general* meeting held on that date.

B2. , the Auditor(s) of the company were/was* removed from office, by resolution of the company at an annual general meeting held on that date appointing ~~an~~ auditor(s) in their/his* place.

Dated this 13th day of FEBRUARY, 1978

Signature:

~~Director~~ F.C.E. TAPLIN

*Secretary

*Strike out whichever is inapplicable.

Where an auditor is removed from office, notice must be forthwith given to the Companies Auditors Board (section 166 (11)).

NOTE: If the company is a borrowing corporation a copy of this notice must be given to the trustees for the holders of debentures of the borrowing corporation.

(OFFICE USE ONLY)

Lodged in the Office of the Registrar of Companies on:

LOGGED BY

MANN JUDD & CO.,
CHARTERED ACCOUNTANTS

ADDRESS 20TH FLOOR,
1 ALFRED ST.,
SYDNEY. 27-7551.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

23rd

day of February 1978

5500

M 10730 D. West, Government Printer

COMMISSIONER

R67

JACKET C

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

LODGED with the Corporate
Affairs Commission on

- 4 OCT 1978

COMMISSIONER

Form A

CODE: A B C G

8286452

4-10-78

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

Reg. No. <u>148278-31-64</u>		PART A	
Annual Return of <u>D.S. THOMAS AND PARTNERS PTY.</u>		Limited	
made up to the <u>Twenty ninth</u> day of <u>September</u>		19 <u>78</u>	
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1977			
1. The accounts of the company ^{*were} laid laid before the Annual General Meeting of the company held on <u>29th September 1978</u> being— * the date of this return. * the date of the Annual General Meeting last held before the date of this return. <small>*Strike out whichever is inapplicable.</small>			
2. The address of the registered office of the company is: 168 Macleay Street, North Sydney, N.S.W. 2060 <u>46-48 Nicholson Street, St. Leonards, N.S.W. 2065</u>			
3. The name of the company is reserved in the participating States of: <u>N/A.</u>			
4. The address of the principal office of the company (if any) in each participating State is: <u>N/A.</u>			
5. The address of the place at which the register of members is kept if other than the registered office is: <u>At registered office.</u>			
6. The business names under which the company carries on business are: <u>-</u>			

Please complete:

Lodged by: Mann Judd & Company,
1 Alfred Street, Sydney.Phone: 27-7551.

Date forwarded: _____

Fee paid: \$50.00 \$50.00

(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
Exempt Proprietary Company \$ 50
Non-exempt Proprietary Company \$ 75
Public Company \$200
With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

eleventh

day of Oct. 1978.

6 000

M 10730 D. West, Government Printer

COMMISSIONER

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$ 100,000	divided into ¹	5,000 Ord. "A" shares of \$ 1.00 each
			95,000 Ord. "B" shares of \$ 1.00 each
8. Total number of shares taken up to the 29 day of Sep. 1978 (being the date of the return or other authorized date)			2,502 Ord. "A" shares of \$ 1.00 each
			300 Ord. "B" shares of \$ 1.00 each
TOTAL ISSUED CAPITAL (Nominal Value)			2,802
9. Number of shares issued:			
(a) Subject to payment wholly in cash			2,802
(b) As fully paid up otherwise than in cash			-
(c) As partly paid up to the extent of _____ per share otherwise than in cash			-
TOTAL of items 9 (a), (b) and (c) (this should agree with total in item 8)			2,802
10. Number of shares (if any) of each class issued at a discount			
			-
11. Total amount of discount on the issue of shares which has not been written off at the date of this return			
			\$ -
12. (a) There has been called up on each of 2,802 shares		\$ 1.00	
(b) There has been called up on each of _____ shares		\$ -	
(c) There has been called up on each of _____ shares		\$ -	
13. Total amount:			
(a) Of calls received including payments on application and allotment		\$ 2,802	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash		\$ -	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of _____ per share otherwise than in cash		\$ -	
TOTAL of items 13 (a), (b) and (c)			\$ 2,802
14. Total amount of calls unpaid			
			\$ -
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return			
			\$ -
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return			
			\$ -
17. Total number of shares forfeited			
			-
18. Total amount paid (if any) on shares forfeited			
			\$ -
19. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company			
			\$ -

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return
39307	24.4.74	46,038

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in D.S. THOMAS AND PARTNERS PTY. LIMITED on the 29th day of September 19 78 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	THOMAS, DONALD	SANDERSON	[REDACTED]	834 Ord "A" 100 Ord "B"*
2	TAPLIN, FRANCIS CYRIL	EATON	[REDACTED]	834 Ord "A" 100 Ord "B"*
3	MATTINGLEY, MAURICE	ALBERT	[REDACTED]	834 Ord "A" 100 Ord "B"*

(If space insufficient, use Continuation Sheets and Initial)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of Oct. 1978.

eleventh

DATED this

6000

Mann Judd & Co

E S Owens & Co Walker & Walker

Chartered Accountants

AUDITORS' REPORT

To the members of D.S. Thomas & Partners Pty. Limited,

1. We have examined the balance sheet at 30th June, 1977 of D.S. Thomas & Partners Pty. Limited and the related profit and loss account for the year then ended, which have been prepared under the historical cost convention (stated in Note 1). Our examination included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

We report that the balance sheet at 30th June, 1976 and the profit and loss account for the year then ended, which are presented for purposes of comparison, were examined and reported upon by other public accountants.

2. The accounts of the company have been prepared on a going concern basis.
3. Note 15 to the accounts reports that the company has been advised of a proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1973 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of escalation of fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in its accounts as they company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.
4. Although we are satisfied that the directors have taken reasonable steps to establish the value of the company's assets and liabilities at 30th June, 1977, because of the claim noted in paragraph 3 above it has not been possible for us to satisfy ourselves that the values of these items are truly stated:

Stated Value
as at
30th June 1977

Assets:

Trade debtors	\$140,931
Work in progress	211,261
Loans to directors - D.S. Thomas	23,961
Other amounts receivable from Rocspa Pty. Limited	6,543
Goodwill	325,000

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

eleventh

day of Oct. 1978.

6000

M 10730 D. West, Government Printer

COMMISSIONER

Liabilities:

Unsecured loan from	
- D. & J. Services Pty.Limited	71,388
- Acoustic & Environmental Pty.Limited	43,218

5. In our opinion

- a) the validity of preparation of these accounts on a going concern basis is dependent upon the company achieving a profitable level of operations or additional capital being introduced. Otherwise this basis would be inappropriate and provision would have to be made for any loss which may arise on realisation of the assets of the company.
- b) because of the matters referred to in paragraph 3 and 4 above we are unable to express an opinion on whether the accompanying balance sheet and profit and loss account, are properly drawn up in accordance with the provisions of the Companies Act, 1961 of New South Wales and so as to give a true and fair view of the state of affairs of the company at 30th June, 1977 and of its results for the year then ended and of the other matters required by section 162 of that Act to be dealt with in the accounts.
- c) the accounting and other records and registers required by the said Act to be kept by the company have been properly kept in accordance with the provisions of the Act.

MANN JUDD & CO.
Chartered Accountants

K.C.D. ROXBURGH - A Partner

Registered under the Public Accountants'
Registration Act, 1945, as amended.

6th April, 1978.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

eleventh

day of Oct. 1978.

6000

M 10730 D. West, Government Printer

COMMISSIONER

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)	
Directors				
MATTINGLEY, MAURICE ALBERT	-		Engineer	None
TAPLIN, FRANCIS CYRIL EATON	-		Engineer	None
Manager (if any)				
Secretaries				
RAJU, SEMANGAL DEVI	-			
Auditors for current financial year and address: MANN JUDD & CO., 1 ALFRED STREET, SYDNEY COVE.				

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
 † In the case of a corporation its corporate name and registered or principal office should be shown.
 ‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of D.S. THOMAS AND PARTNERS PTY. Limited for the year ended 30TH JUNE, 1977 that:

- the company *has/~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/~~have not~~ been duly audited in accordance with this Act;
- I *have/~~have not~~ referred in my report to any defect or irregularity in the accounts.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature 

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/~~has not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/~~has not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/~~has not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/~~have not~~ been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.
 † In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

eleventh

day of Oct. 1978.

6000

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
- (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
- (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- (e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

~~For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—~~

- ~~(a) the company has more than five hundred members;~~
- ~~(b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and~~
- ~~(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;~~

~~and that accordingly the company is of a kind to which that subsection applies.~~

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

¹I/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- (b) having made an inspection of the share register that transfers ^{have¹} ~~have not~~ been registered since the date of the last annual return¹ ~~the incorporation of the company;~~
- (c) ^{that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;}
- (d) ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
- (e) ^{that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.}
- (f) ~~that at the Annual General Meeting held on _____ 19____~~
~~the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~
- (g) ~~that at the Annual General Meeting held on _____ 19____~~
~~the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.~~

Signature: _____ Director

Signature: _____ Secretary

- (1) Strike out whichever is inapplicable.
- (2) Strike out this paragraph if the company is not a proprietary company.
- (3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
- (4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
- (5) Strike out except in the case of an exempt proprietary company.
- (6) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
- (7) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
- (8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

eleventh

day of Oct. 1978.

6000

NEW SOUTH WALES

COUNTER MAIL

COMPANIES ACT, 1961 (Section 12(5)).

SUPPLEMENTARY DOCUMENT

NO FEE

Regn. No.	148278-31
Location No.	
Date and Batch No.	
Filmed	
Filed	
Document No.	9 JAN 1979 A88274

Company Name: D. S. THOMAS AND PARTNERS PTY. LTD.

This document is intended to be read with and to form part of

* ANNUAL RETURN FOR 1977 recorded

No. _____ lodged in the Office of the Corporate

Affairs Commission on or about 4th OCTOBER 19 78.

which is to be supplemented in the manner following:

(Here set out the manner in which the registered document is to be supplemented).

AUDITORS REPORT IS AMENDED AS ATTACHED.

DATED at SYDNEY, this TWENTY NINTH day of DECEMBER, 19 78.

(Signature and description)

(Signature and description)

(This document is to be signed by the person or persons who signed the document which this document is intended to supplement.)

*Insert description of document

Lodged by: MANN JUDD & CO.
1 ALFRED STREET, SYDNEY.Telephone No.: 27-7551

C11

Lodged in the Office of the Corporate
Affairs Commission on:

16 JAN 1979

Commissioner

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of Jan 1979

thirty-first

DATED this

6300

M 10730 D. West, Government Printer

JACKET C

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

322859

LODGED with the Corporate
Affairs Commission on
16 JAN 1979

COMMISSIONER

Form A

COUNTER MAIL

CODE: A B C G

\$50
15/1/79

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

PART A

Reg. No. 148278-31

Annual Return of D.S. THOMAS AND PARTNERS PTY. Limited
made up to the 29th day of DECEMBER 1978
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1978

1. The accounts of the company ^{*were} laid before the Annual General Meeting of the company held on
^{*were not} 29th DECEMBER 1978
being—

* the date of this return.

* the date of the Annual General Meeting last held before the date of this return.

*Strike out whichever is inapplicable.

2. The address of the registered office of the company is:

46-48 NICHOLSON STREET, ST. LEONARDS. N.S.W. 2065

3. The name of the company is reserved in the participating States of:

N/A.

4. The address of the principal office of the company (if any) in each participating State is:

N/A.

5. The address of the place at which the register of members is kept if other than the registered office is:

N/A.

6. The business names under which the company carries on business are:

N/A.

Please complete:

Lodged by: MANN JIDD & CO.
GOLD FIELDS HOUSE, 1 ALFRED ST.,

Phone: SYDNEY. 277551

Date forwarded: 15-1-79

Fee paid: \$50.00

(For assessment see across to fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—

Exempt Proprietary Company \$ 50
Non-exempt Proprietary Company \$ 75
Public Company \$200

With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

thirty-first

day of Jan 1979

6300

M 10730 D. West, Government Printer

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$100,000	divided into ¹	5000 Ord. "A" shares of \$ 1.00 each
8. Total number of shares taken up to the 29th day of DEC. 1978 (being the date of the return or other authorized date)	2,502	Ord. "A"	\$ 1.00 each
	300	Ord. "B"	
TOTAL ISSUED CAPITAL (Nominal Value)			\$ 2,802
9. Number of shares issued:			2,802
(a) Subject to payment wholly in cash			
(b) As fully paid up otherwise than in cash			
(c) As partly paid up to the extent of _____ per share otherwise than in cash			
TOTAL of items 9 (a), (b) and (c) (this should agree with total in item 8)			2,802
10. Number of shares (if any) of each class issued at a discount			
11. Total amount of discount on the issue of shares which has not been written off at the date of this return			\$ -
12. (a) There has been called up on each of 2802 shares			\$ 1.00
(b) There has been called up on each of _____ shares			\$ -
(c) There has been called up on each of _____ shares			\$ -
13. Total amount:			\$ 2,802
(a) Of calls received including payments on application and allotment			
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash			\$ -
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of _____ per share otherwise than in cash			\$ -
TOTAL of items 13 (a), (b) and (c)			\$ 2,802
14. Total amount of calls unpaid			\$ -
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return			\$ -
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return			\$ -
17. Total number of shares forfeited			
18. Total amount paid (if any) on shares forfeited			\$ -
19. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company			\$ -

Particulars of each charge REGISTERED WITH THE COMMISSIONER are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return
N/A.	-	-

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and Initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.


PART C

LIST OF PERSONS holding shares in D.S. THOMAS AND PARTNERS PTY.

LIMITED on the 29th day of DECEMBER 1978 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	THOMAS	DONALD S.		834 Ord. "A"
2	TAPLIN	FRANCIS. C.E.		100 Ord. "B" x
3	MATTINGLEY	MAURICE. A		834 Ord. "A"
				100 Ord. "B" x
				834 Ord. "A"
				100 Ord. "B" x

(If space insufficient, use Continuation Sheets and Initial)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

thirty-first

DATED this

day of Jan 1979

6300

AUDITORS' REPORT

To the members of D.S. Thomas & Partners Pty. Limited.

1. We have examined the balance sheet at 30th June, 1977 of D.S. Thomas & Partners Pty. Limited and the related profit and loss account for the year then ended, which have been prepared under the historical cost convention (stated in Note 1). Our examination included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

We report that the balance sheet at 30th June, 1976 and the profit and loss account for the year then ended, which are presented for purposes of comparison, were examined and reported upon by other public accountants.

2. The accounts of the company have been prepared on a going concern basis.
3. Note 15 to the accounts reports that the company has been advised of a proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1973 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of exclamation of fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in its accounts as the company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.
4. Although we are satisfied that the directors have taken reasonable steps to establish the value of the company's assets and liabilities at 30th June, 1977, because of the claim noted in paragraph 3 above it has not been possible for us to satisfy ourselves that the values of these items are truly stated:

Balance Sheet Value
30th June 1977

Assets:

Loans to directors (after provision for non-recovery) - D.S. Thomas	\$ Nil
Other amounts receivable from Rocspa Pty. Limited (after provision for non-recovery)	

"I hereby certify this to be a true copy of all accounts and group accounts (if any) laid before the company at the Annual General Meeting with a copy of every document required by law to be attached or annexed to the accounts."

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

thirty-first

day of

Jan 1979

6300

Liabilities:

Unsecured loan from

- D. & J. Services Pty.Limited
- Acoustic & Environmental Pty.Limited

71,388
43,218

5. In our opinion

- a) the validity of preparation of these accounts on a going concern basis is dependent upon the company achieving a profitable level of operations or additional capital being introduced. Otherwise this basis would be inappropriate and provision would have to be made for any loss which may arise on realisation of the assets of the company.
- b) because of the matters referred to in paragraph 3 and 4 above we are unable to express an opinion on whether the accompanying balance sheet and profit and loss account, are properly drawn up in accordance with the provisions of the Companies Act, 1961 of New South Wales and so as to give a true and fair view of the state of affairs of the company at 30th June, 1977 and of its results for the year then ended and of the other matters required by section 162 of that Act to be dealt with in the accounts.
- c) the accounting and other records and registers required by the said Act to be kept by the company have been properly kept in accordance with the provisions of the Act.

MANN JUDD & CO.
Chartered Accountants

K.C.D. ROXBURGH - A Partner

Registered under the Public Accountants'
Registration Act, 1945, as amended.

14th December, 1978.

"I hereby certify this to be a true
copy of all accounts and group
accounts (if any) laid before the
company at the Annual General Meeting
with a copy of every document required
by law to be attached or annexed
thereto.

Secretary/Manager/Director

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

thirty-first

day of

Jan 1979.

6300

M 10730 D. West, Government Printer

COMMISSIONER

Mann Judd & Co

E S Owens & Co Walker & Walker

Chartered Accountants

AUDITORS' REPORT

To the members of D.S. Thomas & Partners Pty.Limited,

1. We have examined the balance sheet at 30th June, 1979 of D.S. Thomas & Partners Pty.Limited and the related profit and loss account for the year then ended, which have been prepared under the historical cost convention (stated in Note 1). Our examination included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.
2. The accounts of the company have been prepared on a going concern basis.
3. Note 10(a) to the accounts reports that the company has been advised of a proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1973 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of escalation of fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in its accounts as the company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.
4. Although we are satisfied that the directors have taken reasonable steps to establish the value of the company's assets and liabilities at 30th June, 1978, because of the claim noted in paragraph 3 above it has not been possible for us to satisfy ourselves that the values of these items are truly stated:

Balance Sheet Value 30th June 1978

Assets:

Loans to D.S. Thomas (after provision for non-recovery)	Nil
Other amounts receivable from Rocspa Pty.Limited (after provision for non-recovery)	Nil
Moneys held by a third party pending settlement of a legal dispute	\$18,435

"I hereby certify this to be a true copy of all accounts and group accounts (if any) laid before the company at the Annual General Meeting with a copy of every document required by law to be attached or annexed thereto

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

thirty-first

6300

Liabilities:

Unsecured loans from	
- D. & J. Services Pty. Limited	71,388
- Acoustic & Environmental Pty. Limited	43,218

5. In our opinion

- a) the validity of preparation of these accounts on a going concern basis is dependent upon the company achieving a profitable level of operations or additional capital being introduced. Otherwise this basis would be inappropriate and provision would have to be made for any loss which may arise on realisation of the assets of the company.
- b) because of the matters referred to in paragraphs 3 and 4 above we are unable to express an opinion on whether the accompanying balance sheet and profit and loss accounts, are properly drawn up in accordance with the provisions of the Companies Act, 1961 of New South Wales and so as to give a true and fair view of the state of affairs of the company at 30th June, 1978 and of its results for the year then ended and of the other matters required by section 162 of that Act to be dealt with in the accounts.
- c) the accounting and other records and registers required by the said Act to be kept by the company have been properly kept in accordance with the provisions of the Act.

MAHN JUDD & CO.

K. C. D. ROSEBURY - A Partner

Registered under the Public Accountants'
Registration Act, 1945, as amended.

20th December, 1978.

I hereby certify this to be a true
copy of all accounts and group
accounts (if any) laid before the
company at the Annual General Meeting
with a copy of every document required
by law to be attached or annexed

Secretary/Manager/Director

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

thirty-first

day of

Jan 1979

6300

M 10730 D. West, Government Printer

COMMISSIONER

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors			
MATTINGLEY, MAURICE ALBERT	-		ENGINEER, NONE
TAPLIN, FRANCIS CYRIL EATON	-		ENGINEER, NONE
Manager (if any)			
Secretaries	-		ACCOUNTANT, NONE
RAJU, SEMANGAL DEVI			

Auditors for current financial year and address: MANN JUDD & CO., 1 ALFRED STREET, SYDNEY COVE.

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (d).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of D.S. THOMAS AND PARTNERS PTY. Limited for the year ended 30th June, 1978 that:

- the company *has/had in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/had not been duly audited in accordance with this Act;
- I *have/have not referred in my report to any defect or irregularity.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature: MANN JUDD & CO Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165A of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165A of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/had not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/had not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/had not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.

† In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of Jan 1979

thirty-first

DATED this

6300

M 10730 D. West, Government Printer

COMMISSIONER

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- the date when each call was made since the date of the last return, or in the case of a first return since incorporation, was payable;
- the date since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
- the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that—

- the company has more than five hundred members;
- the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
- the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____

Secretary _____

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- having made an inspection of the share register that transfers ^{have¹} ~~have not~~ been registered since the date of the last annual return¹ ~~the incorporation of the company.~~
- ²that the company has not since the date of the last annual return issued³ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company~~
- ⁴that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- ~~that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~
- ⁷that at the Annual General Meeting held on _____ 19____ ~~the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~

Director⁵ _____

Secretary _____

- Strike out whichever is inapplicable.
- Strike out this paragraph if the company is not a proprietary company.
- In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
- Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
- Strike out except in the case of an exempt proprietary company.
- Strike out this paragraph if inapplicable. *Note*, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
- Strike out this paragraph if inapplicable. *Note*, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
- NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE
TO THE BEST OF MY KNOWLEDGE AND BELIEF.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of Jan 1979

thirty-first

DATED this

6300

COMMISSIONER

M 10730 D. West, Government Printer

NEW SOUTH WALES

COMPANIES ACT, 1961 (Section 12(5)).

SUPPLEMENTARY DOCUMENT

Regn. No. 148278-31 CON GR

Location No. _____

Date and Batch No. _____

Filed _____

Filed _____

Document No. 064100

18 MAY 1979

Company Name: D.S. THOMAS & PARTNERS PTY LTD

This document is intended to be read with and to form part of

* ANNUAL RETURN recordedNo. 322859 lodged in the Office of the CorporateAffairs Commission on or about 16th January, 1979 19 79,

which is to be supplemented in the manner following:

(Here set out the manner in which the registered document is to be supplemented).

Item 3 of the Annual Return for the calendar year 19...
should correctly read:

"The name of the company is reserved in the participating
States of

Queensland, Victoria and Western Australia

Item 4 of the Annual Return for the calendar year 19...
should correctly read:

"The address of the principal office of the company (if any)
in each participating State is

4. Vegetation Nominees Pty Limited
4. Vegetation Nominees Pty Limited
4. Vegetation Nominees Pty Limited

Prescribed Fee \$	75
I.C.A.C. FEES	
N.S.W. \$	
TOTAL N.S.W. FEES \$	
VIC. \$	25
QLD. \$	25
WA. \$	25
TOTAL I.C.A.C. FEES \$	75

DATED at SYDNEY, this 16th day of MAY, 1979.

(Signature and description) _____

(This document is to be signed by the person or persons who signed the document which this document is intended to supplement.)

*Insert description of document

Lodged by: Mann Sudd and Co6000 FIELDS HOUSE1 Alfred St SYDNEY NSW 2000Telephone No.: 27-7551

C11

Lodged in the Office of the Corporate
Affairs Commission on:

18 MAY 1979

F.G.O. Ryan

Commissioner

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of June 1979.

twelfth

DATED this

6752

M 10730 D. West, Government Printer

R67

COMMISSIONER

JACKET C

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

395161

LODGED with the Corporate
Affairs Commission on

8 JAN 1980

COMMISSIONER

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

Reg. No. <u>148278-31</u> <i>R</i>		PART A	
Annual Return of D.S. THOMAS AND PARTNERS PTY.		Limited	
made up to the 31st.		day of DECEMBER, 1979	
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1979			
1. The accounts of the company ^{*were} laid before the Annual General Meeting of the company held on ^{*were not} 31st. DECEMBER, 1979 being— * the date of this return. * the date of the Annual General Meeting last held before the date of this return. <small>*Strike out whichever is inapplicable.</small>			
2. The address of the registered office of the company is: 46 - 48 Nicholson Street, ST. LEONARDS. N.S.W. 2065			
3. The name of the company is reserved in the participating States of: N/A			
4. The address of the principal office of the company (if any) in each participating State is: N/A			
5. The address of the place at which the register of members is kept if other than the registered office is: N/A			
6. The business names under which the company carries on business are: N/A			

Please complete:

Lodged by: MANN JUDD AND CO.1 Alfred St., SYDNEY COVEPhone: 27-7551

Date forwarded: _____

Fee paid: \$50

(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
 Exempt Proprietary Company \$ 50
 Non-exempt Proprietary Company \$ 75
 Public Company \$200
 With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

1980

2

January

day of

DATED this Eighteenth

Chairman

under delegation from the Commission

7318

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$100,000	divided into ¹	5,000 ORD "A" shares of 95,000 ORD "B"	\$1.00 each
8. Total number of shares taken up to the 31st day of (being the date of the return or other authorized date)	DEC. 19 79		2,502 ORD "A" shares of 300 ORD "B"	\$1.00 each
TOTAL ISSUED CAPITAL (Nominal Value)			\$ 2802	
9. Number of shares issued:				
(a) Subject to payment wholly in cash			2802	
(b) As fully paid up otherwise than in cash			-	
(c) As partly paid up to the extent of _____ per share otherwise than in cash			-	
TOTAL of items 9 (a), (b) and (c)—(this should agree with total in item 3)			2802	
10. *Number of shares (if any) of each class issued at a discount				
11. Total amount of discount on the issue of shares which has not been written off at the date of this return				
12. (a) *There has been called up on each of 2802 shares \$ 1.00				
(b) *There has been called up on each of shares \$ -				
(c) *There has been called up on each of shares \$ -				
13. *Total amount:				
(a) Of calls received including payments on application and allotment			2802	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash			-	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash			-	
TOTAL of items 13 (a), (b) and (c)			2802	
14. Total amount of calls unpaid				
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return				
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return				
17. Total number of shares forfeited				
18. Total amount paid (if any) on shares forfeited				
19. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company				
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:				
Registered number	Date of registration	Amount of indebtedness at the date of this return		
N/A	-	--		

(1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
 (2) If the shares are of different kinds, state them separately.
 (3) Where various amounts have been called or there are shares of different kinds, state them separately.
 (4) Include what has been received on forfeited as well as on existing shares.
 (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in D.S. THOMAS AND PARTNERS PTY.

LIMITED on the 31st. day of DECEMBER, 19 79 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.
 NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	THOMAS	DONALD S.		834 ORD "A" 100 ORD "B"*
2	TAPLIN	FRANCIS C.E.		834 ORD "A" 100 ORD "B"*
3	MATTINGLEY,	MAURICE A.		834 ORD "A" 100 ORD "B"*

(If space insufficient, use Continuation Sheets and Initial)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the columns must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.
 † When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this Eighteenth day of January 1980

7318

Chairman
under delegation from the Commission

AUDITORS' REPORT

To the members of D.S. Thomas & Partners Pty. Limited,

1. We have examined the balance sheet at 30th June, 1979 of D.S. Thomas & Partners Pty. Limited and the related profit and loss account for the year then ended, which have been prepared under the historical cost convention. Our examination included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.
2. Note 6 to the accounts discloses that the company has been advised of a proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1973 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of escalation of fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in its accounts as the company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.
3. Although we are satisfied that the directors have taken reasonable steps to establish the value of the company's assets and liabilities at 30th June, 1979, because of the claim noted in paragraph 2 above it has not been possible for us to satisfy ourselves that the values of these items are truly stated:

Balance Sheet Value 30th June 1979

Assets:

Loans to D.S. Thomas (after provision for non-recovery)	Nil
Amounts receivable from Rocspa Pty. Limited (after provision for non-recovery)	Nil
Amounts receivable from Acoustic and Environmental Pty. Limited (after provision for non-recovery)	Nil
Moneys held by a third party pending settlement of a legal dispute	\$18,435

Liabilities

Unsecured loans from - D. & J. Services Pty. Limited	\$71,388
--	----------

we hereby certify this to be a true and correct copy of the balance sheet and profit and loss account as audited by us at the Annual General Meeting of the company on 28th day of September 1979 and that a copy of every document required by law to be attached or annexed thereto.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this Eighteenth day of January 1980

Chairman
under delegation from the Commission

7318

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company

148278

Companies Act, 1961
(Section 103 (2))

Certificate of Registration of Charge

This is to Certify that a DEED OF EQUITABLE CHARGE

dated the

eighteenth day of April, 1974, created by

D.S. THOMAS & PARTNERS PTY. LIMITED

in favour of COMMERCIAL & GENERAL ACCEPTANCE LIMITED

to secure the sum of one hundred thousand dollars

has this day been registered and numbered 39307 in the Register
of Charges.

Given under the seal of the Corporate Affairs Commission at Sydney,
this twenty-fourth day of April, 1974.

Commissioner

Messrs. O'Malloran Lowley & Associates,
177 Walker Street,
Sydney, N.S.W. 2000

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1971, to
be an approved person for the purposes of Section three of the Evidence (Regulation)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control

day of May 1974

6th

DATE

368

COMMISSIONER

RECEIVED
FOR THE
STATE
OF NEW SOUTH WALES
24 APR 1974

FORM 26

NEW SOUTH WALES

Companies Act, 1961

Sections 100 (1) and 102 (1)

039307

812 24/4/74
D

STATEMENT OF PARTICULARS TO BE LODGED
WITH CHARGE

D. S. THOMAS & PARTNERS PTY. LIMITED
TO THE CORPORATE AFFAIRS COMMISSION.

1. The charge is given by:	D.S. THOMAS & PARTNERS PTY LIMITED
2. The date of the creation of the charge is:	18 th April 1974
3. The description of the instrument creating or evidencing the charge is:	DEED OF EQUITABLE CHARGE
4. The amount secured by the charge is:	\$100,000.00
5. A short description of the property affected is:	This Charge shall operate as a first floating security as regards all and singular the undertaking and assets of D. S. Thomas & Partners Pty Limited whatsoever and wheresoever situate both present and future including its unpaid capital.
6. The names and addresses of the persons entitled to the charge are:	COMMERCIAL & GENERAL ACCEPTANCE LIMITED OF 453 Kent Street Sydney

Dated this 18th day of [REDACTED]

* Director
* Secretary
* Agent in New South Wales

* Strike out whichever are inapplicable.

TIME FOR LODGMENT: 30 days after the creation of the charge,

or,
in the circumstances to which subsection (1) of section 102 applies,
within the periods referred to in that subsection.

FEE: \$10 including fee for certificate.

24 APR 1974
W 745 PM754 V C N Right, Government Printer
[REDACTED]

WALLERAN COMM & ASSOC
107 WALKER ST
N 76 24/4/74
Post
[REDACTED]

I the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section Three of the Evidence (Reproductions) Act 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control

day of May 1974

6th

DATED this

168

M 20/10

COMMISSIONER

145278

STATUTORY DECLARATION VERIFYING EXECUTION OF CHARGE
CREATED BY COMPANY AND CORRECTNESS OF COPY OF CHARGE

D. S. THOMAS & PARTNERS PTY LIMITED

I, [REDACTED] of [REDACTED]
[REDACTED] do solemnly and sincerely

declare as follows:

1. I am Secretary of D. S. Thomas & Partners
Pty Limited.

2. I was present and did see the execution by Ronald Samelson
Thomas of Deed of Equitable Charge dated the
18th day of April 1974, in favour
of Commonwealth Savings Corporation Ltd, the seal of the
Company being duly affixed thereto in my presence on the
18th day of April 1974.

3. The annexure marked with the letter "A" has been compared
by me with the original instrument creating or evidencing
the charge and is a true copy of that instrument.

AND I MAKE this solemn Declaration by virtue of the Statutory Declara-
tions Act 1959 and subject to the penalties provided by that Act for
the making of false statements in Statutory Declarations, conscientiously
believing the statements contained in this Declaration to be true in
every particular.

DECLARED at New South Wales
this 18th day of April
1974 Before Me.

A Commissioner of Affidavits for the
State of New South Wales

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1971, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

DATED this 6th

day of May 1974.

368

"A"

THIS DEED made the 18th day of April One thousand nine hundred and seventy-four.

BETWEEN: D.S. THOMAS & PARTNERS PTY LIMITED, a Company duly incorporated and having its registered Office at 168 Walker Street, North Sydney in the State of New South Wales

(hereinafter called "the Mortgagor") of the first part

AND: ROCSPA PTY LIMITED, a Company duly incorporated and having its registered Office at 30th Level, Tower Building, Australia Square, Sydney, DONALD SANDERSON THOMAS of [REDACTED] Engineer, MAURICE ALBERT MATTINGLEY of [REDACTED] Sydney, Engineer, ERIC SHELMEERDINE of [REDACTED] Engineer and FRANCIS CYRIL EATON TAPLIN of [REDACTED] Engineer

(hereinafter called "the Guarantor") of the second part

AND: COMMERCIAL & GENERAL ACCEPTANCE LIMITED, a Company incorporated within the State of New South Wales being duly licensed under the provisions of the Moneylenders & Infants Loans Act 1941 as amended having its registered Office at 453 Kent Street, Sydney and authorised address at [REDACTED]

(hereinafter called "the Mortgagee") of the third part

WHEREBY in consideration of the mutual covenants and agreements herein contained the parties hereto EXPRESSLY COVENANT AND AGREE the one with the other AND THIS DEED WITNESSETH

This and the succeeding twenty-three (23) pages is the annexure marked with the letter "A" referred to in the Declaration of [REDACTED] made the 18th day of April 1974 before me [REDACTED], a Justice of the Peace.

A Commissioner of Affidavits for the State of New South Wales

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

6th

day of May 1974

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M 107/74

COMMISSIONER

PART 1

DEFINITIONS AND INTERPRETATIONS:

- 1.1 The expression "mortgaged premises" shall mean the property referred to in the Schedule hereto, or if the context so admits, any part thereof.
- 1.2 The expression "principal monies" shall mean and include:-
- (i) the sum of ONE HUNDRED THOUSAND DOLLARS (\$100,000) referred to in Clause 2.3 hereof and any monies payable to the Mortgagee by the Mortgagor under any security collateral hereto, also
 - (ii) All monies now or hereafter to become owing or payable to the Mortgagee by the Mortgagor either alone or in conjunction with any other person on any account whatsoever including (but without prejudice to the generality of the foregoing) all costs charges and expenses which the Mortgagee may incur or become liable for in connection with or incidental to the mortgaged premises or this deed; also
 - (iii) All monies which the Mortgagee shall pay or become liable to pay to for or on account of the Mortgagor either alone or in conjunction with any other person either by direct loans or advances or otherwise whatsoever or by entering into any bond indemnity or guarantee or otherwise incurring liabilities for or on behalf of the Mortgagor; also
 - (iv) All monies with which the Mortgagee shall be at liberty to debit and charge the account of the Mortgagor under the covenants or provisions contained herein or in any security collateral hereto;
 - (v) All monies which the Mortgagee shall pay or become liable to pay or may have advanced or may advance the repayment of which the Mortgagor may have guaranteed or may hereafter guarantee to the Mortgagee; also
 - (vi) All other monies whatsoever which the Mortgagee shall lend pay or advance or become in any way whatsoever liable to lend pay or advance to for or on the credit or for the accommodation or otherwise on account of the Mortgagor or to for or on account of any other person upon the order or request or under the authority of the Mortgagor also
 - (vii) Interest upon all such monies as aforesaid or on so much thereof as shall for the time being remain unpaid at the rate herein agreed upon.

AND SHALL where the context so admits mean and include any part of the foregoing.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control

DATED this

6th

day of May 1974

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1.3

Except to the extent that such interpretation shall be excluded by or be repugnant to the context:-

- (i) Every covenant or agreement expressed or implied in this Deed by which more persons than one covenant or agree shall bind such persons and every two or more of them jointly and each of them severally and every provision expressed or implied in this Deed which applied to more person than one shall apply to such persons and every two or more of them jointly and each of them severally;
- (ii) Words importing the singular number or plural number shall include the plural number and singular number respectively;
- (iii) Reference herein to statutes shall include all statutes amending or consolidating the statutes referred to and where the context so requires reference to the Companies Act, 1961 of New South Wales or to a provision thereof shall mean and include the corresponding enactment or provision thereof in any other State or place.

1.4

Whenever the same is used herein:-

- (i) The expression "shares" shall include "Stock";
- (ii) The expression "the Guarantor" (if any) shall include where the context so admits his executors administrators or assigns or being a company its successors and assigns;
- (iii) The expression "the Mortgagor" shall include where the context so admits its successors and assigns and also the Guarantor (if any);
- (iv) The expression "the Mortgagee" shall include its successors and assigns;
- (v) The expression "its officers" shall mean and include employees servants agents Directors and any person so nominated for the time being of the Mortgagee and each or any of them;
- (vi) The expression "related corporation" shall mean a corporation which is within the meaning of Section 6(5) of the Companies Act, 1961 of New South Wales deemed to be related to any corporation and shall include both present and future related corporations;
- (vii) The expression "subsidiary Company" or "subsidiary" shall mean a subsidiary of the Mortgagor within the meaning of Section 6 of the last mentioned Act and shall include both present and future subsidiaries;
- (viii) The word "person" shall include a corporation.

1.5

Unless application is mandatory by law, any statute, proclamation, order regulation, ordinance or moratorium whether Federal or State, present or future shall not apply to this Deed or any collateral security so as to abrogate, extinguish, impair, diminish, fetter, delay or otherwise prejudicially affect any rights powers or remedies given to or accruing to the Mortgagee or the principal monies or the covenants or provisions hereof or of any collateral security and shall not affect, prejudice or abridge any of the rights, remedies and powers of the Mortgagee statutory or otherwise.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of May 1974

DATED this 6th

368

M 10230

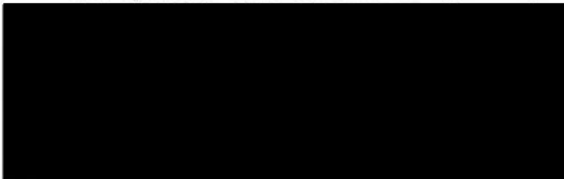
COMMISSIONER

PART2

ACKNOWLEDGEMENTS AND REPRESENTATIONS:

- 2.1 The Mortgagor warrants to the Mortgagee that the Mortgagor is empowered by its Memorandum and Articles of Association to enter into this Deed and to do all things required by this Deed and that all necessary meetings have been held and all resolutions have been passed as required by its Memorandum and Articles of Association or the Companies Act, 1961 of New South Wales (as amended) in order to render this Deed fully valid and binding on the Mortgagor.
- 2.2 The Mortgagor warrants to the Mortgagee that the Mortgagor has good right and full power to charge the mortgaged premises in the manner hereinafter provided and the mortgaged premises are free from all encumbrances.
- 2.3 The Mortgagee has agreed to lend to the Mortgagor at the request of the Mortgagor and the Guarantor the sum of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00)

(hereinafter called "the principal sum") upon having repayment of the principal monies secured in the manner and upon the terms hereinafter appearing.



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 6th

day of May 1974.

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NATURE OF CHARGE, COVENANTS AND AGREEMENTS:

- 3.1. In pursuant of the said agreement and in consideration of the premises the Mortgagor as beneficial owner hereby expressly charges the mortgaged premises with the payment to the Mortgagor of the principal moneys.
- 3.2 This charge shall operate as a first fixed charge as regards all freehold and leasehold property, fixtures uncalled capital, unpaid calls, furniture, fittings, plant and machinery and other chattels (other than stock-in-trade) books of account vouchers and other documents relating in any way to the business transactions of the Mortgagor and all securities negotiable or otherwise and documents evidencing title to or right to possession of any property at any time deposited with the Mortgagee by the Mortgagor and the property mentioned in any such documents and shall operate as a first floating security as regards all other property and assets hereby charged.
- 3.3 Notwithstanding anything herein expressed or implied:
- (i) Upon the happening of any of the events referred in Clause 4.1 of this deed the floating security hereby created shall ipso facto and without any act on the part of the Mortgagee being necessary immediately become a fixed charge upon the property and assets previously hereby charged by way of floating security.
- (ii) The Mortgagee shall be at liberty at any time by notice in writing to the Mortgagor to determine the floating character of the charge aforesaid as regards any particular asset specified in such notice and thereupon the charge as regards such asset shall become and operate as a fixed charge and shall cease to be a floating charge.
- 3.4 The Mortgagor shall not be at liberty to create or permit to subsist any mortgage charge or lien (however ranking) relating to or affecting the mortgaged premises or to make any assignment of its book debts or any of them except with the consent in writing of the Mortgagee first had and obtained.
- 3.5 The Mortgagor hereby expressly covenants and agrees with the Mortgagee:-
- (i) That the Mortgagor will pay to the mortgagee the principal moneys as follows:-
- (a) That the Mortgagor will repay to the Mortgagee the principal sum on or before the ^{19th} day of *April* One thousand nine hundred and seventy-nine.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

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(b) That the Mortgagor will pay or have paid to the Mortgagee the principal sum together with interest thereon calculated at the rate of Seventeen Dollars (\$17.00) per centum per annum by Sixty (60) equal monthly instalments of TWO THOUSAND THREE HUNDRED AND SEVENTY-EIGHT DOLLARS AND NINETY CENTS (\$2,378.90) each (to be applied first in payment of interest and then in reduction of the principal sum) computed from the 19th day of April 1974 the first of such instalments to be made on the 19th day of May 1974 and thereafter on the 19th day of each succeeding month PROVIDED ALWAYS and it is hereby agreed and declared that if the Mortgagor on every day on which interest is hereinbefore made payable within fourteen (14) days after each of such days respectively pays to the Mortgagee interest on the principal sum or on so much thereof as for the time being remains unpaid at the rate of Fifteen Dollars (\$15.00) per centum per annum and also duly observes and performs all and every the covenants and provisions herein and in every security collateral hereto contained referred to or implied then the Mortgagee will accept such interest at such rate of Fifteen Dollars (\$15.00) per centum per annum for every month for which such interest is so paid within such fourteen (14) days as aforesaid.

(ii) That the Mortgagor will at all times during the continuance of this security duly and punctually pay or cause to be paid all rates taxes duties charges outgoings and assessments whether municipal parliamentary local or of any other description now or hereafter to become charged or chargeable or payable upon or in respect of all or any lands and hereditaments for the time being forming part of the mortgaged premises or any part of such lands or upon the owner or occupier in respect thereof and will forthwith hand to the Mortgagee the receipt for every such payment.



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control

DATED this

5th

day of May

1974

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- (iii) That the Mortgagor will duly and punctually pay all rents and perform and observe all covenants and conditions on the part of the lessee or licensee contained or implied in any lease or license or underlease for the time being held by the Mortgagor and will forthwith hand to the Mortgagee the receipt for every such payment.
- (iv) That as to such parts of the mortgaged premises as require maintenance or repair the Mortgagor will maintain and protect the same and keep the same in a good and tenantable state of repair and in good working order and condition and will on being required so to do by the Mortgagee forthwith repair and amend or cause to be repaired and amended every defect in the state of repair and condition thereof.
- (v) That the Mortgagor will insure and cause to be insured and cause to be kept insured with an insurance office approved at first time to time by the Mortgagee for their full insurable value all parts of the mortgaged premises as may be of an insurable nature (with the exception of such parts of the mortgaged premises as the Mortgagee may agree in writing need not be insured) against fire and such other risks as the Mortgagee may from time to time require and will effect such workers' compensation, public risk and other insurances as should be effected by a prudent company engaged in a similar business to the Mortgagor and will at all times pay or cause to be paid the premiums and other moneys payable for all the above purposes and produce to the Mortgagee such evidence concerning compliance with this covenant as the Mortgagee may require AND in the event of loss or damage by fire or otherwise, the sum received on account of such insurance shall at the option of the Mortgagee be applicable in or towards replacement, reconstruction or repair of the building affected or in or towards repayment of the principal moneys whether due or not and the Mortgagee alone shall have full power to make, enforce, settle or compromise any and every claim in respect of insurance and to demand, sue for, recover, receive and give discharges for all moneys payable by virtue thereof whether the insurance be in the name of the Mortgagee or the Mortgagor or both or any Attorney of the Mortgagor or otherwise and whether or not the same covers other property as well as the mortgaged premises AND if any moneys payable under any such insurance come into the hands of the Mortgagor before a final discharge hereof such moneys shall be held in trust for the Mortgagee and paid to the Mortgagee forthwith. The Mortgagee will not incur any liability whatsoever arising out of any omission by the Mortgagee to effect or renew any insurance or any failure by the said insurer (or by any other insurer with which the Mortgagor may effect such insurance by direction of or with the approval of the Mortgagee) for any reason to meet a claim by the Mortgagor under such insurance.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control

day of May 1974

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COMMISSIONER

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- (vi) That the Mortgagor will duly and punctually comply with and observe all statutes now or hereafter in force and all ordinances regulations and by-laws thereunder and all requirements and orders of any authority statutory or otherwise in all cases in which the non-compliance therewith or non-observance thereof would or might impose some charge or liability or disability upon the mortgaged premises or prejudicially affect this security.
- (vii) That if the Mortgagor shall make any default in duly performing or observing any covenant or agreement on the part of the Mortgagor herein contained or implied it shall be lawful for but not obligatory upon the MORTGAGEE without prejudice to any other right power or remedy of the Mortgagee hereunder (whether expressed or implied) to do all things and pay all moneys necessary or expedient in the opinion of the Mortgagee to make good or in attempting to make good such default to the satisfaction of the Mortgagee.
- (viii) That the Mortgagor and all persons having or lawfully or equitably claiming any estate or interest in the mortgaged premises will from time to time and at all times hereafter upon the request of the Mortgagee and at the cost of the Mortgagor until sale and afterwards of the person or persons requiring the same make do and execute or cause to be made done and executed all such acts deeds and assurances whatsoever for more effectively and satisfactorily assuring the mortgaged premises and the payment of the principal moneys to the Mortgagee or as the Mortgagee may direct and in particular will whenever requested by the Mortgagee so to do execute in favour of the Mortgagee such legal mortgages sub-mortgages transfers assignments or other assurances as the Mortgagee shall require in respect of the mortgaged premises in such form and containing (in the case of mortgages sub-mortgages or other like assurances) such powers (including power of sale) and provision (including the express exclusion of all moratorium Acts and/or Regulations) as the Mortgagee shall require.
- (ix) That the Mortgagor will forthwith on receipt thereof lodge with the Mortgagee as further security for the principal moneys all mortgages liens or charges over any real or personal property whatsoever which shall have been or shall from time to time be given by any person to secure the payment of any moneys to the Mortgagor and also all deeds and documents of title relating to any real leasehold or personal property from time to time acquired by the Mortgagor.
- (x) That the Mortgagor will obtain and renew from time to time at the proper times all licenses permits authorities and other documents necessary or desirable in relation to the business of the Mortgagor and to the carrying on thereof.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control

DATED this 6th

day of May 1974

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M 10/10

COMMISSIONER

- (xi) That to the extent that the mortgaged premises are licensed premises within the meaning of any Act Ordinance or Regulation of the Commonwealth of Australia or any State or Territory thereof, the Mortgagor will comply with all enactments and regulations affecting the same and all notices or orders of any statutory authority in respect thereof and will otherwise do all things necessary to keep in force the license or licenses presently affecting the same and will execute and deliver or cause the licensee thereof to execute and deliver to the Mortgagee all such applications and documents as may be necessary to effect a transfer of any such license to be held in escrow by the Mortgagee pending the fulfilment of the covenants and provisions herein and on the part of the Mortgagor to be observed and performed.
- (xii) That the Mortgagor will carry on and conduct the business of the Mortgagor in a proper and efficient manner and in accordance with the provisions of the Companies Act, 1961 of New South Wales.
- (xiii) That the Mortgagor will keep proper books of account and therein make true and full entries of all dealings and transactions of and in relation to the business of the Mortgagor and will keep the said books of account and all other documents relating to the affairs of the Mortgagor at its registered office and will ensure that the same shall at all reasonable times be open for the inspection of the Mortgagee or its officers or such persons as it or its officers shall from time to time in writing for that purpose appoint and will give to the Mortgagee or its officers or persons as aforesaid such information as it or they shall require as to all matters relating to the said business.
- (xiv) That the Mortgagor will not pull down or remove any building or other improvements being part of the mortgaged premises or within which any part of the mortgaged premises is contained or any fixtures or improvements annexed to the same without the previous consent in writing of the Mortgagee. In the case of the pulling down or removal of any such improvements as aforesaid the Mortgagor will replace the same by others of a similar nature and of at least equal value and the Mortgagor will when necessary renew and replace all moveable plant and machinery, motor vehicles and other chattels now used or hereafter to be used for the purpose or in connection with the business of the Mortgagor when and as the same shall become worn out or destroyed or unsuitable for the purposes for which they were acquired.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control

day of May 1974

DATED this 5th

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COMMISSIONER

- (xv) That any subsidiary company of the Mortgagor shall not at any time during the continuance of this security unless with the written consent of the Mortgagee first had and received give any bond or execute or create any mortgage lien charge or encumbrance over all or any part of its assets in favour of any person other than the Mortgagee or borrow any moneys whether secured or unsecured from any person.
- (xvi) That the Mortgagor shall not without the Mortgagee's prior written consent advance any money to or permit any money to remain owing to it by a subsidiary or related corporation of the Mortgagor and any such advance or indebtedness shall be secured to the Mortgagee in a form approved by the Mortgagee.
- (xvii) That the Mortgagor shall not without the Mortgagee's prior written consent repay any moneys now or hereafter owing by the Mortgagor to any Guarantor or any related corporation of the Mortgagor.
- (xviii) That the Mortgagor shall not purchase any assets from any subsidiary or related corporation of the Mortgagor other than for a consideration which in the opinion of the Mortgagee does not exceed a fair and proper consideration.
- (xix) That neither the Memorandum nor the Articles of Association of the Mortgagor shall be altered varied or modified without the written consent of the Mortgagee first had and obtained which consent the Mortgagee may in its absolute discretion without assigning any reason therefor refuse.
- (xx) That the Mortgagor will at the same time as such notices are by the Companies Act, 1961 of New South Wales or by the Articles of Association of the Mortgagor required to be given to the members thereof forward to the Mortgagee a copy of the notice of any meeting of the Mortgagor for the purpose of passing any Special Resolution.
- (xxi) That with respect to the mortgaged premises the Mortgagor will not without the prior written consent of the Mortgagee grant or agree to grant any lease or accept the surrender of any lease or assign transfer or part with possession or grant any tenancy or licence and any omission by the Mortgagor to disclose to the Mortgagee by notice in writing prior to the date of this Deed the existence of any such right or interest relating to the mortgaged premises created or agreed to be created by the Mortgagor will constitute default hereunder.

[REDACTED]

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control

day of May 1974



6th

DATED this

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COMMISSIONER

M 107/74

- 3.6 (i) That provided the power of sale aforesaid shall not have become exercisable the Mortgagor may redeem at any time provided that the Mortgagee receives or has then received at least three (3) months interest on the principal sum.
- (ii) That until the principal sum and all other moneys hereby secured shall be fully paid and satisfied:
- (a) No transfer of any share or shares in the capital of ROCSPA PTY LIMITED shall be registered recorded or entered in its books or in any way given effect to or its Memorandum or Articles of Association altered varied or modified its capital (whether issued or not) increased or reduced nor shall any special rights privileges or qualifications be attached to any share or shares therein nor shall any attempt be made to do any of the foregoing, and
- (b) The holder or holders for the time being of shares in the capital of ROCSPA PTY LIMITED will not directly or indirectly transfer assign mortgage charge encumber declare or create a trust of or in any way whatsoever deal with all or any of the foregoing without the Mortgagee's prior written consent and such consent may be withheld by the Mortgagee in its absolute discretion without assigning any reason therefor or given by the Mortgagee on such terms and conditions as the Mortgagee in its absolute discretion may require.
- 
- 

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

6th

day of May 1974

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M 10730

COMMISSIONER

PART 4DEFAULT:

- 4.1 The principal moneys shall at the option of the Mortgagee and notwithstanding any delay or previous waiver of the right to exercise such option immediately become due and payable without the necessity for any demand or notice to the Mortgagor or any Guarantor and notwithstanding that the Mortgagee shall or may have exercised partially or entirely the power of sale herein contained or implied and this security shall at the option of the Mortgagee become enforceable and also at the like option the right of the Mortgagor to deal for any purpose with the mortgaged premises shall forthwith cease in each or any of the following events namely:-
- (i) If default is made by the Mortgagor in the performance or observance of any covenant or provision contained herein or in any security collateral hereto and on the part of the Mortgagor to be performed or observed;
 - (ii) If a petition is presented, or an order is made, or an effective resolution is passed, or a meeting is summoned or convened for the purpose of considering a resolution for the winding up or dissolution without winding up of the Mortgagor or any subsidiary of the Mortgagor provided always that this security shall not become enforceable where the winding up is for the purpose of reconstruction or amalgamation and the scheme for reconstruction or amalgamation has the Mortgagee's prior written consent;
 - (iii) If a Receiver of the undertaking or any part thereof of the Mortgagor or of any subsidiary of the Mortgagor shall be appointed or if steps be taken for the appointment of such Receiver by any person or authority other than the Mortgagee;
 - (iv) If any execution or other process of any Court of authority is issued against or levied upon the mortgaged premises or any other property of the Mortgagor or any subsidiary of the Mortgagor;
 - (v) If the Mortgagor shall without the Mortgagee's prior written consent create or purport to or attempt to create or permit to subsist any guarantee other than a guarantee given in the normal course of the Mortgagor's business;
 - (vi) If the Mortgagor or any subsidiary of the Mortgagor without the Mortgagee's prior written consent suspends payment generally or without like consent ceases or threatens to cease to carry on its business or is unable to pay its debts within the meaning of Section 222 of the Companies Act, 1961 of New South Wales;
 - (vii) If without the Mortgagee's prior written consent the Mortgagor or any subsidiary of the Mortgagor enters into any arrangement reconstruction or composition with its creditors or any of them or proposes so to do;

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(viii) If the statement of Assets and Liabilities and Profit and Loss Account of the Mortgagor shall not be duly made out in accordance with its Articles of Association and as required by law and reported on by an auditor approved of by the Mortgagee or if a copy of such Statement or Profit and Loss Account of the Mortgagor and of the auditor's report shall not be furnished to the Mortgagee within fourteen (14) days after the same shall have been forwarded to members of the Mortgagor;

(ix) If without the Mortgagee's prior written consent:-

- (a) a transfer of any share in the capital of the Mortgagor is registered, recorded or entered in its books or in any way given effect to or if its Memorandum or Articles of Association is altered, varied or modified or its capital (whether issued or not) is increased or if any special right, privilege or qualification is attached to any share therein or if any attempt is made to do any of the foregoing, or
- (b) a holder for the time being of shares in the capital of the Mortgagor directly or indirectly transfers, assigns, mortgages, charges, encumbers, declares or creates a trust of or in any way whatsoever deals with all or any of such shares or attempts to do any of the foregoing;

AND such consent may be withheld by the Mortgagee in its absolute discretion without assigning any reason therefor or given by the Mortgagee upon such terms and conditions as the Mortgagee in its absolute discretion may require;

- (x) If the Mortgagor shall do any act, deed, matter or thing or knowingly or willingly permit or suffer any act, deed, matter or thing to be done whereby directly or indirectly this security shall in the opinion of the Mortgagee become deteriorated or lessened in value;
- (xi) If without the Mortgagee's prior written consent any meeting of the Mortgagor or of any subsidiary of the Mortgagor be convened for the purpose of considering or passing the special resolution referred to in Section 56 of the Companies Act, 1961 of New South Wales or if without the like consent at any meeting of the Mortgagor or of any subsidiary of the Mortgagor any such resolution be proposed;
- (xii) If pursuant to the provisions of the Companies Act, 1961 of New South Wales the Mortgagor or any subsidiary of the Mortgagor is placed under Official Management or a meeting is summoned or other steps taken for the purpose of placing the Mortgagor or any subsidiary of the Mortgagor under Official Management or appointing an Official Manager of the Mortgagor or any subsidiary of the Mortgagor or an Inspector is proposed or appointed to investigate the affairs of the Mortgagor or any subsidiary of the Mortgagor;

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- (xiii) If the continued carrying on of the business of the Mortgagor would in the opinion of the Mortgagee by reason of trading losses by the Mortgagor or by the Mortgagor and its subsidiaries (taken as a whole) endanger the security of the Mortgagee;
- (xiv) If without the Mortgagee's prior written consent the Mortgagor assigns, transfers or parts with possession of the whole or any part of its undertaking or assets otherwise than in the ordinary course of business of the Mortgagor;
- (xv) If the Mortgagor without the Mortgagee's prior written consent reduces its share capital or attempts to do so.

4.2 This security may be enforced notwithstanding the acceptance of any part of the principal moneys after any default and notwithstanding any previous or other default and without the necessity of any notice to or of any consent or concurrence on the part of the Mortgagor or any Guarantor or any other person.

4.3 At any time after this security becomes enforceable and from time to time thereafter the Mortgagee or its officers may exercise any of the powers herein contained and may whether it has entered into possession of the mortgaged premises or not appoint in writing any person to be a Receiver or Receiver and Manager (hereinafter referred to as "the Receiver") of the mortgaged premises and may remove any Receiver and in case of the removal, retirement or death of any Receiver may appoint another in his place and may fix the remuneration of any Receiver and direct payment thereof out of the principal moneys provided always that upon the appointment of any Receiver in exercise of the power hereby conferred unless and until the Mortgagee shall by notice in writing to the Mortgagor and to the Receiver require that the Receiver shall act as agent of the Mortgagee the Receiver shall be the agent of the Mortgagor AND whether or not such notice is given the Mortgagor alone shall be responsible for the Receiver's Acts and defaults and remuneration and the Receiver so appointed shall without any consent on the part of the MORTGAGOR and without being responsible to the Mortgagor for any loss have full power:-

- (i) to take possession of, demand, collect and get in the mortgaged premises and for such purpose to take proceedings in the name of the Mortgagor or otherwise;
- (ii) to exercise all or any of the rights, powers, authorities, and remedies conferred on the Mortgagor by any mortgage or other security or under any contract, agreement or otherwise and without prejudice thereto to conform to the directions of the Mortgagee from time to time given;
- (iii) to carry on or concur in carrying on so far as the Receiver lawfully may the business of the Mortgagor in and with the mortgaged premises and at any time to discontinue so doing and to make and effect all repairs purchases and insurances and to raise money on the mortgaged premises with or without security and if secured with such priority and upon such conditions as the Receiver with the prior written consent of the Mortgagee thinks fit and generally to do all other acts and things which the Mortgagor might do

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in the ordinary conduct of its business or for the protection or improvement of the mortgaged premises or for obtaining income or returns therefrom;

- (iv) To lease or license in the name of the Mortgagor or otherwise (whether the Receiver shall or shall not have so taken possession as aforesaid) the mortgaged premises for any period at such rent or license fee and upon such terms and conditions as the Receiver considers expedient and with or without an option of purchase and to surrender or accept a surrender of any lease.
- (v) To settle arrange compromise or submit to arbitration any accounts claims questions or disputes whatsoever which may arise in connection with the mortgaged premises and to execute releases or other discharges in relation thereto;
- (vi) To sell or concur in selling (notwithstanding that the Receiver may not have so taken possession as aforesaid) exchange or otherwise dispose of absolutely or conditionally the mortgaged premises either by public auction or private treaty or by tender for cash or on credit and either in one lot or in parcels and either with or without special conditions or stipulations as to title or time or mode of payment of purchase money or otherwise and with power to allow the whole or any part of the purchase money to remain on mortgage over the property sold or over any other security or to remain owing without any security and upon other terms and conditions as the Receiver considers expedient and with full power to buy in or sell and to compel specific performance of any contract by suit in equity or otherwise and to execute assurances of the mortgaged premises in the name and on behalf of the mortgagor or otherwise and to do all other acts and things for completing any such sale which the Receiver deems necessary;
- (vii) To insure such part of the mortgaged premises as is of an insurable nature against loss or damage by fire or other risks in such sums as the Receiver thinks fit and to effect such other insurances relating to the business of the Mortgagor as the Receiver thinks fit;
- (viii) To sever fixtures belonging to the Mortgagor and sell them apart from any other part of the mortgaged premises;
- (ix) To employ or engage managers professional consultants agents auctioneers officers clerks workmen servants and others for all or any of the purposes aforesaid at such salaries or remuneration as the Receiver shall think fit;
- (x) To give effectual receipts for all moneys and other assets which may come to the hands of the Receiver in exercise of any power hereby conferred which receipts shall exonerate any person paying or handing over such moneys or other assets from all liability to see to the application thereof and from all liability to inquire whether the principal moneys have become payable or otherwise as to the propriety or regularity of the appointment of the Receiver;

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- (xi) To carry out and enforce specific performance or otherwise obtain the benefit of all contracts entered into or held by the Mortgagor or entered into in exercise of the powers or authorities hereby conferred;
- (xii) To call up all or any portion of the capital of the Mortgagor for the time being uncalled and to receive money in advance of calls or subscriptions and for this purpose to exercise all the rights or powers which the Mortgagor would have had were it making such calls or requiring such subscriptions;
- (xiii) To make debtors bankrupt and to wind up companies and to do all things in connection with any bankruptcy or winding up which the Receiver considers necessary for the recovery or protection of the mortgaged premises or for the security of the Mortgagee and also to appoint any person as a proxy in any bankruptcy or winding up proceedings;
- (xiv) To take proceedings at law or otherwise in the name of the Mortgagor or otherwise for all or any of the purposes aforesaid;
- (xv) To do all things necessary to perform or observe any of the covenants on the part of the Mortgagor herein contained;
- (xvi) to do or cause to be done all such other acts and things without limitation as the Receiver considers expedient for the protection or enforcement of the security hereby created or the recovery of the principal moneys;
- (xvii) With the prior written consent of the Mortgagee to delegate to any person for such time or times as the Mortgagee shall approve any of the powers hereinbefore conferred upon the Receiver;

AND shall have such further powers and discretions as the Mortgagee may by notice in writing to the Receiver confer upon the Receiver.

- 4.4 In addition to the power hereinbefore given the Mortgagee or its officers may at any time after this security becomes enforceable and from time to time thereafter appoint in writing any person to be an additional Receiver of the mortgaged premises and may remove any such Receiver and in case of the removal retirement or death of any such Receiver may appoint another in his place and may fix the remuneration of any such Receiver but so that every such Receiver shall be the agent of the Mortgagor and so that where a Receiver is appointed under this clause he shall without consent on the part of the Mortgagor have full power and authority to exercise all or any part of the powers expressed to be conferred on a Receiver appointed pursuant to Clause 4.3 hereof or such and so many of such powers as are still subsisting and capable of being exercised.
- 4.5 The Mortgagee may at any time give up possession of the mortgaged premises and may withdraw the receivership.
- 4.6 At any time after this security becomes enforceable and from time to time thereafter and notwithstanding that a Receiver may or may not have been appointed as aforesaid the Mortgagee without giving any notice shall have and shall be entitled to exercise the same powers authorities and discretions as a Receiver would have had and been entitled to exercise if such Receiver had been appointed under this Deed.

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- 4.7 It shall not be incumbent on the Mortgagee to give any notice of this security to any debtors or members of the Mortgagor or to any other person or company or to enforce payment of any moneys payable to the Mortgagor or to enforce or realise any of the mortgaged premises or to take any steps or proceedings for any such purpose unless the Mortgagee thinks fit so to do and the Mortgagee shall not nor shall any Receiver appointed by the Mortgagee as aforesaid be answerable for any omission or delay in that behalf or for any involuntary losses or irregularities which shall happen in or about the exercise or non-exercise of any of the powers rights or remedies conferred on the Mortgagee or on such Receiver by this security.
- 4.8 Upon the exercise of any power or authority herein contained or implied no person dealing with the Mortgagee or any Receiver appointed as aforesaid or any Attorney appointed hereunder shall be bound to inquire whether any default as aforesaid has been made or as to the due appointment of any Receiver or Attorney or otherwise as to the propriety or regularity of the exercise of such power or authority and shall not be affected by notice express or otherwise that any such exercise is unnecessary or improper and notwithstanding any irregularity or impropriety therein such exercise shall as regards the protection of such person be deemed authorised by the aforesaid powers and authorities and shall be valid and effectual accordingly.
- 4.9 All moneys received by any such Receiver or by the Mortgagee under or by virtue of this Deed may be applied in the order and manner following, namely:-
- (i) In payment of all costs charges and expenses incurred in or incidental to the exercise or performance or attempted exercise or performance of any of the powers or authorities hereby conferred or otherwise in relation to this security;
 - (ii) In payment of such other outgoings as such Receiver or the Mortgagee shall think fit to pay;
 - (iii) In payment to the Receiver of any remuneration whether by way of commission or otherwise;
 - (iv) In payment to the Mortgagee of the principal moneys.

AND the surplus (if any) shall not carry interest and the Receiver or the Mortgagee shall be at liberty to pay the same to the credit of an account in the name of the Mortgagor in the books of the Mortgagee.

[REDACTED]

[REDACTED]

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PART 5GENERAL:

- 5.1 The Mortgagee and its officers shall be at liberty to complete in favour of the Mortgagee or any appointee of the Mortgagee or any other person under the powers hereby given any instruments of whatsoever nature executed by or on behalf of the Mortgagor in blank and deposited with the Mortgagee as collateral security to this Deed.
- 5.2 In applying any money towards satisfaction of the principal moneys the account of the Mortgagor shall be credited only with so much of the said money available for that purpose as shall be actually received by the Mortgagee such credit to date from time of such receipt.
- 5.3 A statement in writing made up from the books of the Mortgagee and signed by the Mortgagee or on behalf of the Mortgagee by its officers or any other duly authorised person as to the amount due or owing upon or secured by this Deed at the date mentioned in such statement shall without it being necessary to produce any books or vouchers to verify the same and without retrospection beyond the preceding half-yearly balance of account in the books of the Mortgagee be conclusive evidence that such amount is so due or owing or secured and of all the matters therein set forth.
- 5.4 The Mortgagee shall be at liberty from time to time without further authority than this Deed to debit and charge any accounts of the Mortgagor with all moneys, costs, charges, liabilities and expenditure of any nature legal or otherwise which the Mortgagee or any Receiver appointed hereunder shall pay incur sustain or be put to in connection with the account of the Mortgagor or the mortgaged premises or this Deed or the preparation or completion thereof or the exercise or attempted exercise of any right power authority or remedy conferred on the Mortgagee or any such Receiver or on any attorney of the Mortgagor under or by virtue of this Deed or by statute.
- 5.5 It shall be lawful for the Mortgagee or its officers or any person authorised by the Mortgagee or its officers to enter without notice upon any land or building for the time being occupied by the Mortgagor or forming part of the mortgaged premises at all reasonable times to inspect the state and condition thereof and to inspect and take copies of or extracts from all books of account vouchers and other documents relating in any way to the business transactions of the Mortgagor.
- 5.6 All acts and things which under all or any of the covenants and agreements herein contained or implied could or ought to be done by the Mortgagor or which the Mortgagee or any Receiver appointed hereunder is hereby or by statute authorised or empowered to do may be done by any attorney hereinafter appointed AND the Mortgagor hereby irrevocably appoints the Mortgagee and its officers and as an independent appointment appoints any Receiver appointed hereunder severally the true and lawful attorney of the Mortgagor for the purposes aforesaid and the Mortgagee may from time to time at the Mortgagee's pleasure appoint or remove any substitute.
- 5.7 In the event of any building or other improvements forming part of the mortgaged premises being destroyed or damaged

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by fire or in the event of the death of or injury to any worker employed by the Mortgagee or any attorney of the Mortgagor in the exercise or attempted exercise of any right power authority or remedy conferred on the Mortgagee or on the attorney of the Mortgagor under or by virtue of this Deed or any collateral security or any statute the Mortgagee or its officers alone shall have full power to make enforce settle and compromise all claims in respect of insurance or for compensation and to sue for recover receive and give discharge for all moneys payable by virtue thereof whether the insurance be in the name of the Mortgagee or the Mortgagor or otherwise or any attorney of the Mortgagor AND that if notwithstanding the foregoing provisions any moneys payable under any policy of insurance over the mortgaged premises shall come into the hands of the Mortgagor before a final discharge of this Deed such moneys shall be held by the Mortgagor in trust for the Mortgagee and shall be paid to the Mortgagee upon demand.

- 5.8 The receipt of the Mortgagee or its officers or other duly authorised person for any moneys payable to or receivable by the Mortgagee by virtue hereof shall exonerate the person paying the same from all liability to enquire whether the principal moneys have become payable and every such receipt shall as to the moneys paid or expressed to be received in such receipt effectually discharge the person paying the same therefrom and from being concerned to see to the application thereof or being answerable or accountable for any loss or misapplication thereof.
- 5.9 This Deed shall be a continuing security and the obligations of the Mortgagor shall continue notwithstanding any settlement of account intervening payment or other matter or thing whatsoever until a final discharge of this Deed shall have been given AND in the event of the avoidance for any reason whatsoever by statute or otherwise of any payment under this Deed to the Mortgagee or any Receiver appointed hereunder and irrespective of whether such avoidance operates from the time of such payment or from any later date then, notwithstanding any discharge or release given in respect of this Deed or that but for this provision the Mortgagor may have been or become entitled to be released from its obligations hereunder, the rights and remedies of the Mortgagee against the Mortgagor and in respect of the mortgaged premises shall be the same as if no such payment had been made or discharge or release given.
- 5.10 Nothing herein contained shall merge extinguish postpone lessen or otherwise prejudicially affect any other security now or hereafter held by the Mortgagee or any right or remedy which the Mortgagee now has or hereafter may have against the Mortgagor or any other person nor shall any other security now or hereafter held by the Mortgagee in any way prejudicially affect the powers and provisions herein contained or implied.
- 5.11 The Mortgagee shall not be answerable or accountable for any losses of any kind whatsoever which may happen in or about the exercise or attempted exercise of any of the powers or trusts herein contained and shall not nor shall any Receiver by reason of the Mortgagee or such Receiver entering into possession of the mortgaged premises be liable to account as mortgagee in possession or for anything except actual receipts or be liable for any loss upon realisation or for any default or omission for which a mortgagee in possession might be liable.

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- 5.12 Without prejudice to the right of indemnity given to trustees by law the Mortgagee and every officer receiver attorney agent or other person appointed by the Mortgagee hereunder shall be entitled to be indemnified out of the mortgaged premises in respect of all liabilities and expenses incurred by it or him in the execution or purported execution of the trusts hereof or of any of the powers authorities or discretions vested in it or him pursuant to this Deed including liabilities and expenses consequent upon any mistake oversight error of judgment or want of prudence on the part of the Mortgagee or any officer or any such appointee unless the same be wilful or grossly negligent and against all actions proceedings costs claims and demands in respect of any matter or thing done or omitted in any way relating to the mortgaged premises and the Mortgagee may obtain and pay out of any moneys in its or his hands arising from the trusts or powers of this Deed all sums necessary to effect such indemnity.
- 5.13 The Mortgagor so far as it has power so to do hereby authorises the Mortgagee and its officers and any Receiver appointed hereunder in trust for the Mortgagee at any time after this security becomes enforceable to make calls on the members of the Mortgagor in respect of the uncalled capital of the Mortgagor and to sue in the name of the Mortgagor or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys and the provisions contained in the Articles of Association of the Mortgagor in regard to calls shall mutatis mutandis apply to calls made under this authority and this authority shall subsist during the continuance of this security notwithstanding any change of directors of the Mortgagor and shall be exercisable to the exclusion of the powers of the directors of the Mortgagor and shall be assignable.
- 5.14 All moneys which may become payable as purchase money or compensation or otherwise in respect of the mortgaged premises shall at the option of the Mortgagee be applicable in or towards repayment of the principal moneys AND the Mortgagee is empowered to make claim therefor and alone to agree compromise and settle any such claim and to demand sue for recover receive and give discharges for all such moneys and to execute any necessary assurances and releases and all of the foregoing to do in the name of the Mortgagor and the Mortgagee notwithstanding anything in any statute ordinance or regulation under which the moneys may be payable AND the Mortgagor releases the Mortgagee from any claim for anything done or omitted by the Mortgagee hereunder and should any such moneys come into the hands of the Mortgagor before a final discharge of this Deed such moneys shall be held by the Mortgagor upon trust for the Mortgagee and shall be paid to the Mortgagee upon demand.
- 5.15 The powers conferred on a mortgagee by any statute or ordinance shall be in augmentation of the powers hereby expressly conferred and may be exercisable by the Mortgagee or any Receiver appointed hereunder immediately upon or at any time after this security becomes enforceable without any notice or expiration of time under that statute or ordinance being necessary AND all other provisions of any such statute or ordinance shall be deemed to be negated or varied to the extent that they are inconsistent with the terms and provisions herein expressed.

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- 5.16 In any case where pursuant to this Deed the doing or execution of any act matter or thing by the Mortgagor is dependent upon the consent or approval of the Mortgagee such consent or approval may be given conditionally or unconditionally or withheld by the Mortgagee in its absolute uncontrolled discretion unless otherwise herein provided.
- 5.17 Any notice to be given to or demand to be made upon the Mortgagor by or for or on behalf of the Mortgagee or any Receiver hereunder shall be deemed to be duly given or made if the same be in writing and be signed for and on behalf of the Mortgagee or its officers or such Receiver and if the same be left at or sent through the post in a prepaid envelope or wrapper addressed to the Mortgagor at the registered office or usual place of business of the Mortgagor last known as such to the person signing such notice or demand or be affixed to some part of any land or premises occupied by the Mortgagor for the purposes of its business or be advertised in the Commonwealth or New South Wales Government Gazette and any such mode of service shall in all respects be valid and effectual notwithstanding that at the date of such service the Mortgagor may be in course of liquidation or wound up and notwithstanding any other matter or event whatsoever and any such notice or demand if sent through the post as aforesaid shall be deemed to have been received by the Mortgagor at the time when the envelope or wrapper containing such notice or demand would in the ordinary course of post have been delivered and the proof of the posting of such notice or demand shall be conclusive proof of the giving or making of same.
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PART 6GUARANTEE

- 6.1 The Guarantor acknowledges and declares that this Deed has been entered into at its request by the Mortgagee and in consideration inter alia of the Guarantor guaranteeing in the manner hereinafter contained the due and punctual observance and performance of the covenants and provisions in this Deed on the part of the Mortgagor to be observed or performed AND in consideration of the moneys paid or to be paid at the request of the Guarantor by the Mortgagee to the Mortgagor the Guarantor HEREBY EXPRESSLY GUARANTEES the due and punctual payment by the Mortgagor of the principal moneys as and when the same ought to be paid respectively and the due and punctual observance or performance by the Mortgagor of all obligations on the part of the Mortgagor contained herein or in any security collateral hereto.
- 6.2 The Guarantor will immediately upon demand by the Mortgagee in the event of the security contained in this Deed becoming enforceable pay to the Mortgagee the principal moneys.
- 6.3 The liability of the Guarantor hereunder shall not be abrogated prejudiced or affected by the granting of time credit or any forbearance indulgence or concession to the Guarantor or any other Guarantor or to the Mortgagor or by any compounding compromise release abandonment waiver variation relinquishment or renewal of any securities documents of title or assets or of any rights of the Mortgagee or by any omission or neglect or by any other dealing matter or thing which but for this provision could or might operate to abrogate prejudice or affect this guarantee or by the avoidance for any reason whatsoever by statute or otherwise of any payment by or on behalf of the Mortgagor or the Guarantor to the Mortgagee or any moratorium or other period staying or suspending by statute or the order of any Court or other authority all or any of the Mortgagee's rights remedies or recourse against the Mortgagor, it being the intent of the parties hereto that the guarantee and obligations of the Guarantor hereunder shall be absolute and unconditional in any and all circumstances.
- 6.4 This guarantee is a continuing guarantee and shall be irrevocable and shall remain in full force and effect until the principal moneys have been fully paid or satisfied.
- 6.5 All benefits compositions and payments received by the Mortgagee from or on account of the Mortgagor including any dividends upon the liquidation of the Mortgagor or from any other person or from the realisation or enforcement of any security or guarantee capable of being applied by the Mortgagee in reduction of the indebtedness of the Mortgagor in relation to this Deed shall be taken and applied by the Mortgagee as payments in gross without any right on the part of the Guarantor to stand in the place of the Mortgagee in respect of or to claim the benefit of any moneys so received or to participate in or claim the benefit of any security or guarantee held by the Mortgagee until the principal moneys have been fully paid or satisfied and so that in the event of the Guarantor going into liquidation or bankruptcy the Mortgagee shall be entitled to prove for the total indebtedness of the Mortgagor in relation to this Deed or any security collateral hereto.

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- 6.6 It is expressly agreed and declared that as between the Guarantor and the Mortgagee this guarantee shall be a principal obligation and shall not be treated as ancillary to or collateral with any other obligation howsoever created and shall be in addition to and not in substitution for any other security or guarantee which the Mortgagee may hold under or by virtue of this Deed or any security collateral hereto and may be enforced against the Guarantor without first having recourse to any such security or guarantee or taking any steps or proceedings against the Mortgagor or any other guarantor notwithstanding the loss by the Mortgagee of any such security or guarantee or any laches acts or omissions on the part of the Mortgagee.
- 6.7 In the event of the liquidation of the Mortgagor the Guarantor will not prove in such liquidation in competition with the Mortgagee and the Guarantor hereby authorises the Mortgagee to prove for all moneys which the Guarantor has paid hereunder and to retain and to carry to a suspense account and appropriate at the discretion of the Mortgagee any amounts received until the Mortgagee shall with the aid thereof have been paid one hundred cents in the dollar in respect of the indebtedness of the Mortgagor in relation to this Deed or any security collateral hereto.
- 6.8 The Guarantor hereby waives in favour of the Mortgagee all rights whatsoever against the Mortgagee and the Mortgagor and any other person firm or corporation estate or assets so far as necessary to give effect to anything in this Deed contained.
- 6.9 The liability of the Guarantor hereunder shall not be affected by reason of any security or other guarantee held or taken at any time by the Mortgagee or by reason of the same being void defective or informal.
- [REDACTED]
- [REDACTED]

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IN WITNESS WHEREOF the parties hereto have duly executed this Deed
the day and year first hereinbefore written.

THE SCHEDULE HEREINBEFORE REFERRED TO

All and singular the undertaking and assets of D.S. THOMAS &
PARTNERS PTY LIMITED whatsoever and wheresoever situate both present
and future including its uncalled and called but unpaid capital
for the time being.

THE COMMON SEAL of D.S. THOMAS &
PARTNERS PTY LIMITED was
hereunto affixed by authority
of the Board of Directors in
the presence of:

Director

Secretary

THE COMMON SEAL of ROCSPA PTY
LIMITED was hereunto affixed
by authority of the Board of
Directors in the presence of:

Director

Secretary

SIGNED in my presence by the
said DONALD SANDERSON THOMAS
who is personally known to me.

SIGNED in my presence by the
said MAURICE ALBERT MATTINGLEY
who is personally known to me.

Guarantor

cont...25

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1971, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

DATED this

6th

day of May

1974

368

M 10730

COMMISSIONER

SIGNED in my presence by the)
said ERIC SHELMERDINE who is)
personally known to me.)

Guarantor

SIGNED in my presence by the)
said FRANCIS CYRIL EATON TAPLIN)
who is personally known to me.)

Guarantor

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

6th

day of

May

1974

368

JACKET D

NEW SOUTH WALES

Companies Act, 1961

Sections 100 (1) and 102(1)

LODGED in the Office of the
Corporate Affairs Commission on
10 DEC 1974

Form 26

COMMISSIONER

STATEMENT OF PARTICULARS TO BE LODGED WITH CHARGE

FOR OFFICE USE ONLY

Reg. No 148278

Location No.

Date and Batch No.

Film W/Sheet No.

085405

Document No.

812 / 10/12/74

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street Sydney, N.S.W. 2000

D.S. THOMAS & PARTNERS PTY.

LIMITED

TO THE CORPORATE AFFAIRS COMMISSION.

1. The charge is given by:	D.S. Thomas & Partners Pty. Limited
2. The date of the creation of the charge is:	29th day of November, 1974.
3. The description of the instrument creating or evidencing the charge is:	Equitable Charge
4. The amount secured by the charge is:	Advances from time to time made by the Mortgagee.
5. A short description of the property affected is:	All of the assets and undertakings of the Company both present and future including uncalled capital and assets acquired after any date of crystallization.
6. The names and addresses of the persons entitled to the charge are:	Australia & New Zealand Banking Group Limited, Martin Place & Pitt Street, Sydney, N.S.W.

Dated this 29th day of November, 1974

Director,
Secretary,
Agent in New South Wales

* Strike out whichever are inapplicable.

PLEASE COMPLETE

Lodged by: E.H. TEBBUTT & SONS,
82 PITT STREET,
SYDNEY, N.S.W. 2000

Phone No.: 232 2955

Date forwarded: _____

Fee paid: _____

If receipt is required please tick ☐

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

18th

day of December 1974

COMMISSIONER

1157

M 10730

NEW SOUTH WALES

COMPANIES ACT 1961
(Section 100 (1) (b), (5))

**Affidavit Verifying Execution of Charge created by
Company and Correctness of Copy of Charge**

D.S. THOMAS & PARTNERS PTY. LIMITED

ON the 29th day of November in the year One thousand nine hundred and

seventy four, JAMES JONES
of P. R. MATTIA in the State of New South Wales Company Secretary being duly sworn makes
oath and says as follows:—

1. I am the Secretary of D.S. THOMAS & PARTNERS PTY. LIMITED

2. I was present and did see the execution by D.S. THOMAS & PARTNERS PTY.

LIMITED

of a Mortgage Debenture dated the 29th day of November

One thousand nine hundred and seventy four in favour of Australia and New

Zealand Banking Group Limited the Seal of the Company being duly affixed thereto in my presence

on the 29th day of November One thousand nine hundred and

seventy four

3. The annexure marked with the letter "A" has been compared by me with the original instrument
creating or evidencing the charge and is a true copy of that instrument.

SWORN by the Deponent on the day first above
mentioned at North Sydney
before me:—

A Justice of the Peace for the State of
New South Wales.

GRAHAM J. COWLEY
A person authorised to
SOLICITOR
NORTH SYDNEY

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

day of December 19 74

18th

DATED this

COMMISSIONER

1137

M 10730

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company

148278

Companies Act, 1961
(Section 103 (2))

Certificate of Registration of Charge

This is to Certify that an EQUITABLE CHARGE

dated the

twenty-ninth day of November, 1974, created by

D.S. THOMAS & PARTNERS PTY. LIMITED

in favour of AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

to secure advances from time to time

has this day been registered and numbered 85405 in the Register
of Charges.

Given under the seal of the Corporate Affairs Commission at Sydney,
this tenth day of December, 1974.

Commissioner



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

18th

day of December 19 74

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COMMISSIONER

"A"

This is the Annexure marked "A" referred to in the Affidavit of ~~WILSON~~ ~~STANFORD~~

JAMES JONES

~~WILSON~~ ~~STANFORD~~

sworn on

the 24th day of November 1974.

Before me:—

Justice of the Peace for the State of

GRAMHAM J. COWLEY

SOLICITOR

NORTH SYDNEY

This Mortgage Debenture

is issued under the powers contained in its

Memorandum and Articles of Association by D.S. THOMAS & PARTNERS PTY. LIMITED

a Company incorporated in the State of New South Wales
and having its registered office at 104 Mount Street, North Sydney

in the said State (hereinafter called "the Mortgagor") to AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED (hereinafter called "the Bank") AND WITNESSES that WHEREAS the Bank has granted or agreed to grant to the Mortgagor or to third parties at the request of the Mortgagor but only during the pleasure of the Bank certain cash credit accommodation and for the purpose of securing such accommodation and all moneys hereinafter mentioned the Mortgagor has agreed to execute these presents NOW THEREFORE in pursuance and in consideration of the premises and in further consideration of the forbearance of the Bank from requiring immediate payment of certain moneys (if any) for which the Mortgagor or any third party aforesaid is now indebted and liable to the Bank the Mortgagor as beneficial owner DOETH HEREBY CHARGE ALL AND SINGULAR its undertaking and all its assets whatsoever and wheresoever both present and future including its uncalled capital for the time being (hereinafter referred to as "the mortgaged premises") with the payment to the Bank on demand in writing signed by any officer of the Bank or by the Solicitors of the Bank all and every sums and sum of money loans and advances heretofore lent or made by the Bank or by Australia and New Zealand Bank Limited or by The English Scottish and Australian Bank Limited or which may now or hereafter be lent or made by the Bank to or for the use or accommodation or at the request of the Mortgagor and for the time being remaining unpaid on any account or in any way whatsoever: AND ALSO all moneys which the Bank or Australia and New Zealand Bank Limited or The English Scottish and Australian Bank Limited has paid or become liable to pay or which the Bank shall pay or become liable to pay to or on account of the Mortgagor either alone or jointly with any other or others and either by direct advances or by reason of accepting or paying or discounting any order draft cheque promissory note Bill of Exchange or other engagement or by entering into any bond indemnity or guarantee or otherwise incurring liabilities for or on behalf of the Mortgagor ALSO all moneys owing or to become owing by the Mortgagor in respect of any other loans credits or advances or in respect of leasing agreements or of any guarantee undertaking or obligation which has heretofore been given or incurred by the Mortgagor to the Bank or to Australia and New Zealand Bank Limited or to The English Scottish and Australian Bank Limited or which may hereafter be given or incurred by the Mortgagor to the Bank ALSO ALL moneys costs (as between Solicitor and own client) charges and expenses which the Bank shall pay or become liable to pay in or incidental to preparing completing stamping or registering these presents or to investigating or perfecting or defending the title to the mortgaged premises or exercising or attempting to exercise any right or remedy of the Bank hereunder or of any such demand as aforesaid or on account of or arising out of any default by the Mortgagor in duly performing or observing any of the covenants or agreements on the part of the Mortgagor contained or implied herein or in any other security over the mortgaged premises or any part thereof ALSO ALL moneys payable or to become payable for discounts postages commissions charges exchanges re-exchanges and other lawful and accustomed charges and expenses according to the usage and course of business of the Bank AND ALSO interest upon all such moneys as aforesaid at the rate or rates and in the manner from time to time usually charged by the Bank to its other customers on accounts of a similar nature or in the case of so much (if any) of the principal money as to which the Bank hereunder or in pursuance of any agreement between the Bank and the Mortgagor has the right at any time or from time to time to determine the rate or rates applicable thereto (irrespective of the rate or rates usually charged by the Bank to its other customers on any accounts of a similar nature) at the rate or rates from time to time applicable thereto which interest shall be considered as accruing from day to day and be payable on demand but until demanded shall be payable half-yearly on the usual half-yearly days for balancing the books of the Bank from time to time the first of such payments to be made on the first of such half-yearly days following the date hereof and any interest remaining unpaid on any such half-yearly day of payment may together with all customary charges and whether or not the relation of Banker and Customer may for the time being be existing be turned into principal and shall thenceforth be deemed part of the principal money intended to be hereby secured and carry interest at the rate or rates from time to time applicable to the account or respective accounts to which such unpaid interest shall be debited but such accrued and unpaid interest shall not by reason of such capitalisation be deemed to have been

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advanced by the Bank or to have been actually paid for any purpose whatsoever. And it is declared that a certificate in writing signed by any officer of the Bank certifying to the rate or rates of interest from time to time or at any time charged by the Bank or applicable as aforesaid shall be conclusive evidence of the rate or rates therein certified to and payable hereunder and that a statement of the indebtedness on any account of the Mortgagor to the Bank signed in like manner shall be conclusive evidence against all parties interested hereunder of the amount of such indebtedness (all of which moneys liabilities and interest are hereinafter referred to as "the moneys hereby secured") AND the Mortgagor DOETH HEREBY COVENANT with the Bank as follows:—

1. The Mortgagor will on demand duly pay to the Bank the moneys hereby secured.
2. The Mortgagor will duly and punctually pay all rates taxes duties charges and assessments of every description now or hereafter charged or chargeable upon the mortgaged premises or any part thereof and will forthwith produce to the Bank the receipt for every such payment.
3. The Mortgagor will duly and punctually pay all rent and perform and observe all covenants and conditions on the part of the lessee contained or implied in any lease or underlease for the time being held by the Mortgagor and will forthwith produce to the Bank the receipt for every such payment.
4. The Mortgagor will duly and punctually comply with and observe all statutes ordinances or other legislation now or hereafter in force and all ordinances regulations and by-laws as the case may be thereunder and all requirements and orders of any authority statutory or otherwise in all cases in which the non-compliance therewith or non-observance thereof would or might impose some charge or liability upon the mortgaged premises or any part thereof or prejudicially affect this security.
5. The Mortgagor will keep in good repair working order and condition all buildings fixtures plant machinery and chattels affixed to or forming part of the mortgaged premises and will on being required by the Bank so to do forthwith amend every defect and want of repair therein.
6. The Mortgagor will insure and keep insured against loss or damage by fire and against such other risks as the Bank may require in the full insurable value in the name of the Bank with some insurance company to be approved of by the Bank such of the mortgaged premises as are of an insurable nature and will punctually pay all moneys necessary for effecting and keeping up such insurance and forthwith produce to the Bank every policy and receipt relating thereto.
7. The Mortgagor will not without the consent in writing of the Bank first had and obtained employ any of the funds or other assets of the Mortgagor in the purchase of shares in any other company and will not without the like consent call up or receive in advance of calls any of the uncalled capital hereby charged and will not without such consent apply any of such capital when called up to any purpose other than in or towards payment of the moneys hereby secured.
8. The Mortgagor has good right to charge the mortgaged premises in manner aforesaid free from encumbrances other than any securities already held by the Bank over the mortgaged premises or any part thereof.
9. The Mortgagor and all persons in any way interested in the Mortgaged premises will at all times hereafter at the cost of the Mortgagor until sale hereunder or foreclosure and afterwards of the person requiring the same do all things and execute all instruments documents and other writings reasonably required for more perfectly assuring the mortgaged premises to the Bank or as the Bank may direct.
10. If the Mortgagor makes default in duly performing or observing any covenant or agreement on the part of the Mortgagor herein contained or implied it shall be lawful for but not obligatory upon the Bank without prejudice to any other right power or remedy of the Bank herein (whether express or implied) to do all things and pay all moneys necessary or expedient in the opinion of the Bank to make good such default to the satisfaction of the Bank.
11. All moneys which the Bank may pay or expend under any power or authority herein contained or implied or in consequence of any default that may be made by the Mortgagor in the performance or observance of any covenant or condition of these presents and all costs (including costs as between Solicitor and own client) charges and expenses already or hereafter incurred by the Bank of or incidental to the preparation completion and registration of these presents or of any collateral security or for the purpose of giving effect to the security created by these presents or by any other security now or at any time hereafter held by the Bank for the moneys hereby secured or any part thereof shall be moneys hereby secured as aforesaid and shall from the time of payment of the said moneys respectively bear interest at such rate or rates as may from time to time be determined by the Bank (being a rate or rates not exceeding the highest of the rates for the time being charged on any other part of the principal money hereby secured) to accrue from day to day as aforesaid.
12. The Mortgagor will duly and punctually pay all principal interest and other moneys owing and secured under and by virtue of every security (if any) taking priority to these presents as and in the manner provided by such security and will duly and punctually observe and perform all other the covenants provisions conditions and agreements contained or implied in such security and that if default be made in the payment of such moneys or any of them or in the observance or performance of the said covenants provisions conditions and agreements or any or either of them it shall be lawful for but not obligatory upon the Bank (and without prejudice to any other rights powers or remedies of the Bank hereunder or by law) to pay such moneys or any part thereof as may be due and payable thereunder and to observe and perform the said covenants provisions conditions and agreements or any of them and all moneys paid or expenses incurred by the Bank under the power hereby conferred shall be moneys hereby secured and shall from time of payment of the said moneys respectively bear interest at the rate determined as aforesaid to accrue from day to day as aforesaid.
13. The Mortgagor will forthwith on receipt thereof by itself or by any person on its behalf lodge or cause to be lodged with the Bank as security under these presents all mortgages liens or charges over any real or personal estate whatsoever which shall have been or shall be given to secure the payment of any moneys to the Mortgagor.

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14. The Mortgagor will whenever requested by the Bank so to do execute in favour of the Bank for more perfectly securing the moneys hereby secured such legal mortgages transfers assignments or other securities over all or any part of the mortgaged premises in such forms and containing such powers (including but without limitation power of sale) and provisions as the Bank shall require.

15. The Mortgagor will once at least in every year or more frequently if so required by the Bank cause the books of the Mortgagor to be duly audited by an auditor to be approved of by the Bank and will immediately thereafter furnish to the Bank a copy of the balance sheet and trading and profit and loss accounts of the Mortgagor duly certified by such auditor and further the Mortgagor will at such other times as the Bank shall require furnish to the Bank true and correct financial statements accounts and reports showing the transactions and true financial position of the Mortgagor. AND IT IS HEREBY AGREED AND DECLARED as follows:—

16. The charge hereby created shall operate as a fixed charge as regards all uncalled capital goodwill freehold and leasehold property fixtures engines machinery plant and other chattels (other than stock-in-trade) and all books of account vouchers and other documents relating in any way to the business transactions of the Mortgagor and all securities negotiable or otherwise and documents evidencing title to or right to possession of any property at any time deposited with or which under this security are required to be deposited with the Bank by the Mortgagor and the property mentioned in any such documents and shall operate as a floating security only as regards all other assets hereby charged but so that the Mortgagor shall not be at liberty to create any mortgage or charge in priority to or pari passu with this security or to make any assignment of its book debts or any of them except with the consent in writing of the Bank and so that the floating security hereby created shall ipso facto and without any act on the part of the Bank being necessary immediately become a fixed and specific charge upon the property and assets previously subject only to a floating security upon the moneys hereby secured becoming payable and the Bank may at any time by notice in writing to the Mortgagor signed by any officer of the Bank convert the floating charge hereby created into a specific charge as regards any assets forming part of the mortgaged premises which are specified in the notice and which in the reasonable opinion of an officer of the Bank may be in danger of being seized or sold under any sort of distress or execution levied or threatened or otherwise in jeopardy and may appoint a Receiver thereof in accordance with the succeeding provisions hereof.

17. The moneys hereby secured shall at the option of the Bank (notwithstanding anything hereinbefore contained) immediately become due and payable and the security hereby created shall immediately become enforceable without the necessity for any demand or notice (and notwithstanding any delay or previous waiver of the provisions of this Clause by the Bank) upon the happening of any one or more of the following events:

- (a) if a petition is presented or an order is made or an effective resolution is passed for the winding up of the Mortgagor or a meeting is summoned or convened for the purpose of considering such a resolution;
- (b) if an encumbrancer takes possession of the mortgaged premises or any part thereof or threatens so to do or if a Receiver of the mortgaged premises or any part thereof is appointed or proposed;
- (c) if any execution or other process of any Court or Authority or any distress is issued out against or levied upon any of the mortgaged premises;
- (d) if the Mortgagor shall without the consent in writing of the Bank signed by any officer of the Bank first had and obtained create or purport or attempt to create any charge or mortgage ranking or which might by any means be made to rank on the mortgaged premises or any part thereof in priority to or pari passu with these presents;
- (e) if the Mortgagor or any subsidiary of the Mortgagor shall stop payment or shall without the consent in writing of the Bank signed by any officer of the Bank cease or threaten to cease to carry on its business but a cessation of such business arising from a strike (sympathetic or otherwise) amongst any persons connected with such business or from any riot or fear thereof shall not be deemed a cessation until it has lasted two months;
- (f) if the Mortgagor enters into any arrangement or composition with its creditors or any of them or proposes so to do;
- (g) if the Mortgagor is placed under official management or a meeting is summoned or other step taken for the purpose of placing the Mortgagor under official management and appointing an Official Manager thereof;
- (h) if in the opinion of the Bank or any officer of the Bank the moneys hereby secured or any part thereof are applied for any purpose other than the purpose for which the same were advanced by the Bank or any works for which the same were advanced shall not be carried out and performed in a manner satisfactory to the Bank or an officer of the Bank or shall not be carried out or performed with due expedition;
- (i) if without the written consent of the Bank signed by any officer of the Bank the whole or any part of the banking business transacted by the Mortgagor with the Bank at the date hereof is subsequently transferred to another Banking Institution or Corporation;
- (j) if default shall be made in payment as and when due of any moneys payable under any mortgage charge or encumbrance upon the mortgaged premises whether ranking in priority to pari passu with or subsequent to these presents;
- (k) if the Mortgagor shall fail to observe or perform any of the covenants on its part herein or in any collateral security contained;
- (l) if under the provisions of any Act or Ordinance or any other legislation for the time being in force in the Commonwealth of Australia or any State or Territory thereof an inspector is proposed or appointed to investigate the affairs of the Mortgagor;
- (m) if without the consent in writing of the Bank signed by any officer of the Bank first had and obtained the Mortgagor shall sell assign or transfer the whole or any part or parts of its undertaking or assets or attempts so to do otherwise than in the ordinary course of business of the Mortgagor;
- (n) if the Mortgagor without the consent in writing of the Bank signed by any officer of the Bank first had and obtained passes a resolution determining that any portion of its share capital which has not been already called up shall not be capable of being called up except in the event and for the purposes of the Mortgagor being wound up;

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- (o) if the Mortgagor without the consent in writing of the the Bank signed by any officer of the Bank first had and obtained reduces or attempts to reduce its capital;
- (p) if any lease or licence of any property or part thereof upon which the Mortgagor carries on business for the time being is determined by reason of any default on the part of the Mortgagor or if the Mortgagor shall commit any other breach in the performance or observance of any of the obligations thereby imposed upon it;
- (q) if the Mortgagor without the consent of the Bank signed by any officer of the Bank first had and obtained makes any alterations in or amendments to the provisions of its Memorandum or Articles of Association which might in the reasonable opinion of the Bank detrimentally affect the interests of the Bank;
- (r) if the Mortgagor is carrying on business at a loss and in the opinion of any officer of the Bank further prosecution by the Mortgagor of its business will endanger this security;
- (s) if the Mortgagor without the prior written consent of the Bank signed by any officer of the Bank offers for sale or sells factors alienates charges encumbers or parts with possession or disposes of all or any of the book debts of the Mortgagor or any rights of the Mortgagor in relation to all or any of the book debts of the Mortgagor.

18. At any time after the moneys hereby secured become payable the Bank by notice in writing signed by any officer of the Bank may appoint any qualified person to be a Receiver or Receiver and Manager (hereinafter called "Receiver") of the mortgaged premises or any part thereof and may remove any Receiver and appoint another Receiver in his place and may fix the remuneration of any such Receiver and determine the conditions upon which he shall hold office PROVIDED ALWAYS that every such Receiver shall be the agent of the Mortgagor and the Mortgagor alone shall be responsible for his acts and defaults and such Receiver so appointed shall without any consent on the part of the Mortgagor have power:—

- (a) to take possession of collect and get in the whole or any part of the mortgaged premises;
- (b) to take or grant or assign or surrender or accept surrenders of leases or sub-leases in the name of the Mortgagor or otherwise of the whole or any part of the mortgaged premises which leases or sub-leases may be from year to year or for any term of years or for any term less than a year at such rent and upon such terms and conditions as to such Receiver may seem expedient;
- (c) to carry on or concur in carrying on the business of the Mortgagor and to make and effect all repairs purchases and insurances and to do all acts which the Mortgagor might do in the ordinary conduct of its business for the protection or improvement of the mortgaged premises or any of them or for obtaining income or returns therefrom;
- (d) to borrow any moneys which in the opinion of the Receiver may be required for any of the purposes mentioned in this clause and in the name of the Mortgagor or otherwise to secure any moneys so borrowed by mortgage or charge over the mortgaged premises or any part thereof and so that such mortgage or charge may rank in priority to or pari passu with or after the charge hereby created;
- (e) without prejudice to the powers conferred by the preceding sub-paragraph to borrow moneys from the Bank for the purpose of carrying out any of the powers herein contained or conferred on the Receiver by law but so that unless otherwise agreed by the Bank any moneys so borrowed shall be deemed to have been borrowed by the Mortgagor on the security of the charge hereby created and shall carry interest accordingly and shall form part of the moneys hereby secured (but the provisions of this sub-paragraph shall be without prejudice to any greater priority which may be conferred by law in respect of the moneys so borrowed). The Bank shall not be bound to enquire as to the necessity for such borrowing and shall not be responsible for the application misapplication or non-application of the moneys so borrowed;
- (f) to sell or concur in selling all or any of the mortgaged premises either by public auction or by private contract or by tender or by way of hire purchase agreement and either for cash or on credit and upon such other terms and conditions as such Receiver may consider expedient and by deed or other instrument in the name and on behalf of the Mortgagor or otherwise to convey and assure the same to any purchaser;
- (g) to employ and appoint managers officers solicitors attorneys agents auctioneers workmen and servants for all or any of the purposes hereof at such salaries or remuneration as the Receiver shall think fit and to confer on or delegate to any such persons all or any of the powers authorities and discretions hereby conferred;
- (h) to make any arrangements or compromises which such Receiver shall think expedient in the interests of the Bank;
- (i) to give receipts for all moneys and other assets which may come to the hands of such Receiver in exercise of any power hereby conferred and such receipts shall be sufficient discharges therefor and any person paying or handing over such moneys or other assets shall not be concerned to see to the application thereof;
- (j) to carry out and enforce specific performance of or otherwise obtain the benefit of all contracts entered into or held by the Mortgagor or entered into in exercise of the powers or authorities hereby conferred;
- (k) to make debtors insolvent or bankrupt and to wind up companies and to do all things in connection with any insolvency bankruptcy or winding up which the Receiver shall think necessary for the recovery or protection of the mortgaged premises or any part thereof or for the security of the Bank;
- (l) to take proceedings at law or in equity in the name of the Mortgagor or otherwise for all or any of the purposes aforesaid;
- (m) to do all things necessary to perform or observe any of the covenants on the part of the Mortgagor herein contained;
- (n) to compel the execution by the Mortgagor or the Liquidator thereof of any contracts deeds instruments mortgages transfers assurances documents and things as may be considered by the Receiver to be desirable for the purpose of effectuating any sale disposition or mortgage or agreement made by such Receiver under the powers hereby or by law conferred;
- (o) to exercise all the powers of the Mortgagor and all the powers of the governing body of the Mortgagor;
- (p) to do all such other acts and things without limitation as such Receiver shall think expedient in the interests of the Bank;
- (q) to do all or any of the things or exercise all or any of the powers aforesaid in the name of the Mortgagor or otherwise.

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19. The Mortgagor hereby for valuable consideration irrevocably appoints any such Receiver as its attorney for the purpose of enabling him in the name and on behalf of the Mortgagor to sign or sign seal and deliver all such conveyances transfers mortgages leases instruments notices agreements and other documents whatsoever and to take all such steps and proceedings and to do all such acts and things whatsoever as may in the opinion of such Receiver be necessary or expedient for carrying into effect completing or facilitating anything done or proposed to be done by such Receiver in exercise of any of the powers conferred on him under or by virtue of these presents.

20. Notwithstanding a Receiver may or may not have been appointed as aforesaid it shall be lawful for the Bank at any time after default by the Mortgagor in the payment of any moneys hereby secured or in the observance or performance of any covenant or agreement on the part of the Mortgagor herein contained and without giving any notice to exercise all or any of the powers authorities and discretions conferred on a Receiver as aforesaid.

21. All moneys received by any such Receiver or by the Bank under or by virtue of these presents shall be applied in manner following namely:—

- (a) in payment of all rents rates taxes and other outgoings having priority to the charge hereby created or which such Receiver or the Bank shall think fit to pay;
- (b) in keeping down all annual sums or other payments (if any) and the interest on all principal sums (if any) having priority to the charge hereby created;
- (c) in payment of all costs charges expenses and outgoings properly incurred in or incidental to the exercise or performance or attempted exercise or performance of any of the powers or authorities hereby conferred such costs in the case of legal costs being charged as between Solicitor and own client;
- (d) in payment of the remuneration of the Receiver;
- (e) in payment to the Bank of the moneys hereby secured.

The surplus (if any) shall belong to the Mortgagor but such surplus shall not carry interest. And the Receiver or the Bank shall be at liberty to pay the same to the credit of an account in the name of the Mortgagor in the books of the Bank and shall thereupon be under no further liability in respect thereof.

22. Neither the Bank nor any Receiver shall be answerable or accountable for any involuntary losses of any kind whatsoever which may happen in or about the exercise or execution of any of the powers or authorities herein contained and shall not by reason of the Bank or such Receiver entering into possession of the mortgaged premises or any part thereof be liable to account as mortgagee in possession or for anything except actual receipts or be liable for any loss upon realisation or for any default or omission for which a mortgagee in possession might be liable and every Receiver duly appointed under these presents shall be deemed as regards responsibility for loss damage or misconduct to be the agent of the Mortgagor which shall be solely responsible for his actions and defaults.

23. The Bank and every Receiver attorney manager agent or other person appointed by the Bank hereunder shall be entitled to be indemnified out of the mortgaged premises in respect of all liabilities and expenses incurred by them it or him in the execution or purported execution of the powers authorities or discretions vested in them it or him pursuant to these presents including liabilities and expenses consequent on any mistake oversight error of judgment forgetfulness or want of prudence on the part of the Bank or any such appointee (unless the same shall amount to wilful or gross negligence) and against all actions proceedings costs claims and demands in respect of any matter or thing done or omitted in anywise relating to the mortgaged premises and the Bank may retain and pay out of any money in its hands arising from the provisions of these presents all sums necessary to effect such indemnity.

24. The Bank or any officer of the Bank shall be at liberty at any time to complete in favour of the Bank or any appointee of the Bank or any purchaser under the powers hereby given all instruments of whatever nature executed by or on behalf of the Mortgagor in blank and deposited with the Bank as collateral security to these presents.

25. Upon the exercise of any power or authority herein contained or implied no person dealing with the Bank or any Receiver appointed as aforesaid or any attorney hereby appointed shall be bound to enquire whether any default has been made by the Mortgagor hereunder or whether any money remains owing on the security of these presents or otherwise as to the propriety or regularity of the exercise of such power or authority and notwithstanding any impropriety or irregularity therein such exercise shall as far as regards the safety and protection of such person be deemed to be valid and effectual and the remedy of the Mortgagor in respect of any impropriety or irregularity therein shall be in damages only.

26. In the event of loss or damage by fire or otherwise the Bank alone shall have full power to make enforce and compromise every claim in respect of every insurance and to sue for recover receive and give discharges for all insurance moneys whether the policy be in the name of the Bank or the Mortgagor or both and whether the same shall or shall not cover other property as well as the mortgaged premises or part thereof. And every such policy and the insurance moneys payable thereunder shall be held by the Bank as further security for the moneys hereby secured.

27. In applying the purchase money to arise from any sale by the Bank or the Receiver hereunder towards satisfaction of the moneys hereby secured the Mortgagor shall be credited only with so much of the said money available for that purpose as shall be actually received in cash by the Bank such credit to date from the time of such receipt.

28. A statement in writing signed by any officer of the Bank of the amount of the moneys hereby secured at the date mentioned in such statement shall be prima facie evidence that such amount is so due or owing or secured.

29. The Bank may immediately or at any time without notice to the Mortgagor blend or consolidate all or any of the Mortgagor's accounts current with the Bank so as to set off against any such accounts on which the Bank may be indebted to the Mortgagor any debt or part thereof owing by the Mortgagor to the Bank. Without prejudice to the generality of the foregoing if the Mortgagor has accounts current with the Bank in more than one State or Territory of the Commonwealth of Australia the Bank may blend or consolidate such accounts in the manner aforesaid in any one of such States or Territories as the Bank may in its absolute discretion think fit.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

18th

day of December 19 74

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M 10730

COMMISSIONER

30. It shall be lawful for any officer of the Bank or any person authorised by or on behalf of the Bank to enter upon the mortgaged premises at all reasonable times to inspect the state of repair and condition thereof and to inspect and take copies of or extracts from all books of account vouchers and other documents relating in any way to the business transactions of the Mortgagor.

31. Neither the taking of this security nor anything herein contained shall be held to merge discharge postpone or prejudice any other security now held or hereafter taken by the Bank for payment of any of the moneys hereby secured or affect any claim or demand which the Bank now has or may hereafter have against any other person whomsoever as surety or otherwise nor shall any other security now held or hereafter taken by the Bank abate or prejudice the powers and provisions herein contained and these presents shall be a continuing security notwithstanding any settlement of account intervening payment or other matter or thing whatsoever until a final discharge hereof shall have been given to the Mortgagor and that any specialty hereby created shall be deemed a collateral security and shall not operate as a merger of the remedy upon any Bill of Exchange or Promissory Note or other negotiable or other security or guarantee or on any other simple contract express or implied.

32. The Mortgagor shall stand possessed of all hire purchase credit sale or time payment contracts which the Mortgagor has entered into or may hereafter enter into and of all rights and powers therein contained and of all chattels thereby intended to be sold upon trust for the Bank.

33. Notwithstanding any judgment or order which the Bank may hereafter recover against the Mortgagor in respect of any of the moneys hereby secured or any part thereof the Bank shall hold such judgment or order collaterally with these presents as security for the due payment of the moneys for the time being owing under any such judgment or order (with interest thereon at the rate determined as aforesaid) and this security shall not merge in any such judgment or order.

34. This security may be enforced notwithstanding the acceptance of interest by the Bank after any default and notwithstanding any previous or other default and without the necessity of any notice to or of any further consent or concurrence on the part of the Mortgagor.

35. The Mortgagor for valuable consideration hereby irrevocably appoints the Bank and any officer of the Bank and each and every of them jointly and severally to be the true and lawful attorneys and attorney of the Mortgagor (hereinafter called "the attorney") with full power and at the expense of the Mortgagor for and in the name of the Mortgagor and on behalf of the Mortgagor but for the sole use and benefit of the Bank from time to time to do and suffer all such acts and sign all such documents for the purpose of exercising the powers granted to the Bank as the attorney shall think proper as fully and effectually as the Mortgagor could do AND in particular and without prejudice to the generality of the foregoing provisions (which are not to be construed as being limited by what hereinafter follows) the attorney shall have power to do or suffer whatever he may think necessary for the observance and performance of the covenants of the Mortgagor herein contained and for giving the Bank a complete legal mortgage over the mortgaged premises or any part or parts thereof as security for the moneys hereby secured and to sign all certificates as to the correctness for the purpose of registration under any Acts of any instruments and to sue for and recover and give effectual receipts and discharges for all moneys due or to become due by virtue of any insurance effected on the mortgaged premises or any part thereof and to compound or compromise any claim arising thereout and to sign seal deliver and execute all deeds instruments receipts and assurances for the purpose of effectuating such composition or compromise and to receive such moneys or any part thereof and to receive or recover all moneys payable to the Mortgagor by any person or persons under any contract of whatever nature and to do all acts deeds matters and things whatsoever (none excepted) and to sign seal deliver and execute all writings documents assurances deeds plans and instruments whatsoever (none excepted) for the purpose of exercising and carrying into effect the powers granted to the Bank or a Receiver appointed hereunder and to convey and transfer to a purchaser all or any of the Mortgagor's freehold and leasehold lands and other assets which such purchaser shall have purchased from the Bank or the Receiver and to do all such acts deeds matters and things as are hereby covenanted to be done by the Mortgagor and to appoint a substitute or substitutes and such substitute or substitutes at pleasure to remove and another or others to appoint in his or their place or stead and to do all such further and others acts and things in and about the premises as the attorney or his substitute or substitutes in his or their discretion thinks proper as fully and effectually as the Mortgagor could do if acting therein the Mortgagor hereby ratifying and agreeing to ratify all and whatsoever the attorney his substitute or substitutes shall lawfully do or cause to be done in or about the premises by virtue hereof. This power of attorney being given for valuable consideration is hereby declared to be irrevocable. The attorney or his substitute or substitutes shall not be responsible for any loss which may happen in the exercise or attempted exercise of any of the aforesaid powers.

36. And the Mortgagor so far as it has power so to do hereby authorises any officer of the Bank or any Receiver appointed hereunder in trust for the Bank jointly and severally at any time after the moneys hereby secured become payable to make calls on the members of the Mortgagor in respect of the uncalled capital hereby charged and the provisions contained in the Articles of Association of the Mortgagor in regard to calls shall mutatis mutandis apply to calls made under this security and this authority shall be exercisable to the exclusion of the powers of the Directors of the Mortgagor and shall be assignable.

AND IT IS ALSO HEREBY AGREED AND DECLARED as follows:—

37. Except where otherwise required by law any notice to be given to the Mortgagor hereunder shall be deemed to be duly given if the same be in writing and be left at or sent through the Post Office addressed to the Mortgagor at the registered office of the Mortgagor or be affixed to some part of any land hereby charged or some building thereon and any such mode of service shall in all respects be valid and effectual notwithstanding that the Mortgagor may be in liquidation or wound up and notwithstanding any other matter or event whatsoever.

38. Notwithstanding anything contained in any present or future Federal State or Territory law or regulation or other legislation whereby the Mortgagor might be entitled to claim or set up the postponement of the payment of any moneys hereby secured or the reduction of the rate of interest or of any rent made payable the Mortgagor HEREBY COVENANTS AND AGREES

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

18th

day of December 19 74

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COMMISSIONER

that the rights powers and remedies of the Bank hereunder whether express or implied shall be enforceable against the Mortgagor and that the provisions of any Act of Parliament Regulation Ordinance or Proclamation or other legislation for the time being in force in any of the States or Territories of the Commonwealth having the effect of affording a moratorium shall be and they are hereby expressly (so far as the same lawfully can or may be) excluded from and shall not apply to these presents.

39. And except to the extent that such interpretation shall be excluded by or be repugnant to the context whenever the same is used herein the word "Mortgagor" shall be deemed to mean and include the Mortgagor and its assigns the word "Bank" shall be deemed to mean and include the Bank and its assigns the word "person" shall be deemed to include a corporation or company words importing the singular number or plural number shall be deemed to include the plural number and singular number respectively and the expression "officer of the Bank" shall include the following officers for the time being of the Bank namely the Managing Director of the Bank the Chief General Manager of the Bank any General Manager of the Bank any Assistant General Manager of the Bank any Attorney of the Bank the Manager of any Branch of the Bank and the Accountant of any Branch of the Bank.

40. Insofar as it is lawful so to provide the powers conferred on a mortgagee by any present or future Act of Parliament Regulation or Ordinance or other legislation shall be in augmentation of the powers herein mentioned and shall be exercisable by the Bank immediately upon or at any time after any default by the Mortgagor hereunder without any notice or expiration of time under that Act Regulation or Ordinance or other legislation being necessary except where otherwise prescribed by law and in such case after notice for the shortest period that is legally permissible and any other provisions of such Act Regulation or Ordinance or other legislation shall be deemed to be negated or varied only so far as they are inconsistent with the terms and provisions herein expressed.

41. The powers conferred by clauses 19 and 35 hereof shall extend to the execution of all instruments to give effect to any dealing with any land estate or interest under any real property Statute or Ordinance or other legislation or under the general law or otherwise.

42. By the use in this Deed of the words "as beneficial owner" the covenants implied by the relevant Acts or Ordinances in the case of a conveyance by a person who is expressed to convey as beneficial owner (hereinafter called "the implied covenants") shall be incorporated in and form part of this Deed insofar as they are applicable and insofar as the implied covenants or any of them are in any way inconsistent with limited or reduced in effect by the express covenants in that behalf contained in this Deed then the provisions of the implied covenants shall prevail.

43. Notwithstanding anything hereinbefore contained this Deed does not create or purport to create any interest in land in the Territory of Papua and New Guinea.

EXECUTED under the Seal of the Mortgagor on the 29th day of November One thousand nine hundred and seventy four

THE COMMON SEAL of D.S. THOMAS & PARTNERS PTY. LIMITED was hereunto affixed by order of the Board of Directors in the presence of:-

Director
Secretary

NOTE - Care should be taken to see that the attestation clause is correctly filled in in accordance with the Company's Articles of Association.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

18th

day of December 19 74

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COMMISSIONER

Jacket D

NEW SOUTH WALES
COMPANIES ACT, 1961
(Section 105 (1))

LODGED in the Office of the
Corporate Affairs Commission
on: 28 JUN 1978

COMMISSIONER

Form 34

MEMORANDUM OF SATISFACTION
OF REGISTERED CHARGE

Reg. No.	148278-31
Location No.	
Date and Batch No.	
Film W/Sheet No.	
Document	280558

TO THE CORPORATE AFFAIRS COMMISSION

D.S. THOMAS & PARTNERS PTY. Limited hereby gives
notice that the Equitable Charge dated the 29th
day of November, 1974, numbered 85405 in the
Register of Charges, and created by*

D.S. THOMAS & PARTNERS PTY. Limited
in favour of AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
for securing advances from time to time
was, on the 15th day of June, 1978,
paid or satisfied in full: XXXXXXXXX

**Dated this 21st day of June, 1978

The Common Seal of* D.S.
THOMAS & PARTNERS PTY. Limited
was affixed hereto in the presence of—

FORM 36

STATUTORY DECLARATION VERIFYING MEMORANDUM

We, Francis Cyril Eaton Taplin
of [redacted]
a director of* D.S. Thomas & Partners Pty. Limited Limited, and
Semangal Devi Raju of [redacted]

the secretary of that
company, do solemnly and sincerely declare that the particulars contained in the memorandum of
satisfaction of registered charge dated the Twenty-ninth
(see date above **)
November, 1974, are true to the best of our knowledge, information and
belief.

And we make this solemn declaration conscientiously believing the same to be true and by virtue of
the provisions of the Oaths Act, 1900, as amended.

Declared at Sydney in the State
of New South Wales
this 21st day of
June, 1978.

Before me:

* Insert name of mortgagor company. † Strike out whichever is inapplicable.
† Insert description of instrument creating or evidencing the charge, e.g., "trust deed", "mortgage", "debenture".

Lodged by: P.A. SOMERSET & CO.,
167 MACQUARIE ST., SYDNEY.
Phone: 221 1300.

If a receipt is required please tick ☐

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

DATED this

6th

day of July 1978.

5816
M 10730 D. West, Government Printer

B67

COMMISSIONER

STATEMENT BY DIRECTORS

In the opinion of the directors of D.S. Thomas and Partners Pty. Limited,

- (a) the accompanying balance sheet is drawn up so as to give a true and fair view of the state of affairs of the company 30th June, 1983,
- (b) the accompanying profit and loss account is drawn up so as to give a true and fair view of the result of the company for the year ended 30th June, 1983, and,
- (c) there are reasonable grounds to believe that the company will be able to pay its debts as and when they fall due.

Signed in accordance with a resolution of the Directors,

F.C.E. TAPLIN

- Director

M.A. MATTINGLEY

- Director

30th November, 1983.

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 2-7-85 FILM NUMBER 14710.

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DISCLAIMER

We have prepared the accompanying accounts of D.S. Thomas and Partners Pty. Limited, being the balance sheet at 30th June, 1983 and the related profit and loss account for the year then ended, from the books and records of D.S. Thomas and Partners Pty. Limited and from other information provided by the officers of that company and at the request of and exclusively for the use and benefit of D.S. Thomas and Partners Pty. Limited and its directors. Under the terms of our engagement we have not audited the accounting records of D.S. Thomas and Partners Pty. Limited or these accounts.

Accordingly, we express no opinion on whether the accounts present a true and fair view of the state of affairs of the company at 30th June, 1983 and of the results of its operations for the year then ended and no warranty of accuracy or reliability is given. Neither the firm nor any member or employee of the firm undertakes responsibility in any way whatsoever to any person (other than D.S. Thomas and Partners Pty. Limited) in respect of the accounts, including any errors or omissions therein however caused.

MANN JUDD & CO.

Chartered Accountants

30th November, 1983.

D.S. THOMAS & PARTNERS PTY. LIMITED

UNAUDITED

BALANCE SHEET AT 30TH JUNE, 1983

	Note	1983	1982		Note	1983	1982
AUTHORISED CAPITAL	1	\$ 100,000	\$ 100,000	CURRENT ASSETS			
		=====	=====	Cash at bank and on hand		21,978	21,978
ISSUED CAPITAL	2	\$ 2,802	\$ 2,802	Other amounts receivable	3	-	-
ACCUMULATED LOSSES		(350,968)	(350,968)	Loans to directors		113	113
<u>Deficiency of share capital</u>		(348,166)	(348,166)			-----	-----
CURRENT LIABILITIES				OTHER ASSETS		22,091	22,091
Trade creditors & accrued charges		25,480	25,480	Moneys held by a third party			
Unsecured loans		95,638	95,638	pending settlement of a legal			
Provision for income tax		267,574	267,574	dispute	4a	18,435	18,435
		-----	-----				
		388,692	388,692				
<u>Total funds</u>		\$ 40,526	\$ 40,526	<u>Total assets</u>		-----	-----
		=====	=====			\$ 40,526	\$ 40,526
						=====	=====

The accompanying notes form part of these accounts.

This balance sheet is to be read in conjunction with the disclaimer of Mann Judd & Co. dated 30th November, 1983.

UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30TH JUNE, 1983

	Note	1983	1982
Operating profit before income tax		-	1,000
Income tax	6	-	-
<u>Operating profit</u>		-	1,000
Accumulated losses brought forward		(350,968)	(351,968)
<u>Accumulated losses</u>		\$(350,968)	\$(350,968)

The accompanying notes form part of these accounts.

This profit and loss account is to be read in conjunction with the disclaimer of Mann Judd & Co., dated 30th November, 1983.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, hereby certifies pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 2-7-85 FILM NUMBER 14710.

UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1983

	1983	1982
1. AUTHORISED CAPITAL		
5,000 "A" class ordinary shares of \$1 each	5,000	5,000
95,000 "B" class ordinary shares of \$1 each	95,000	95,000
	-----	-----
	\$100,000	\$100,000
	=====	=====

"A" class shares entitle the holder to be a director of the company and to one vote at all general meetings of members of the company, and the right of winding up to repayment of capital pari passu with the "B" shares. The holders of the "A" shares shall not be entitled to receive any dividend or to participate in any distribution of surplus assets upon winding up.

"B" class shares entitle the holder to receive dividends and to participate in any distribution of surplus assets upon winding up, but do not entitle the holder to be a Director or to exercise any voting rights at any meetings of the members of the company.

2. ISSUED CAPITAL

2,502 "A" class ordinary shares of \$1 each	2,502	2,502
300 "B" class ordinary shares of \$1 each	300	300
	-----	-----
	\$ 2,802	\$ 2,802
	=====	=====

These notes are to be read in conjunction with the disclaimer of Mann Judd & Co., dated 30th November, 1983.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 2-7-85 FILM NUMBER 14710.

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UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1983

	<u>1983</u>	<u>1982</u>
3. OTHER AMOUNTS RECEIVABLE		
Amount due from a company controlled by a former director		
- Rocspa Pty. Limited	6,543	6,543
- Acoustic & Environmental Pty. Ltd.	14,922	14,922
	-----	-----
	21,465	21,465
Less: provision for non-recovery	21,465	21,465
	-----	-----
	-	-
Amounts due from a former director		
- D.S. Thomas	28,247	28,247
Less: provision for non-recovery	28,247	28,247
	-----	-----
	-	-
	-----	-----
	\$ -	\$ -
	=====	=====

4. CONTINGENT LIABILITIES

At 30th June, 1983 the company had contingent liabilities in respect of:

- (a) A proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1973 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of escalation of fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in the accounts for the year ended 30th June, 1983, as the company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.

These notes are to be read in conjunction with the disclaimer of Mann Judd & Co. dated 30th November, 1983.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 20th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 14-7-85 FILM NUMBER 147710.

UNAUDITEDD.S. THOMAS AND PARTNERS PTY. LIMITEDNOTES TO AND FORMING PART OF THE ACCOUNTSFOR THE YEAR ENDED 30TH JUNE, 198219831982

4. CONTINGENT LIABILITIES (contd)

- (b) Penalties for late lodgement of the company's income tax return for the years 1976 to 1979. The company is liable at the discretion of the Commissioner of Taxation for penalties at the rate of 10% per annum on the tax payable for the period that tax payable in respect of those years remains outstanding. The estimated liability of the company is \$61,000 (1982 \$61,000).
- (c) A professional negligence claim, which has been denied by the Directors. The company's liability is limited to \$25,000 being the excess on the professional indemnity policy, providing the claim is less than \$500,000. The directors do not expect the amount payable, if any, in respect of this claim to exceed that amount.

5. AUDITORS' REMUNERATION

Received or due and receivable by
the auditors for their services to
the company in respect of -

Over provision in previous year	\$	-	\$(1,000)
---------------------------------	----	---	-----------

No other benefits were received by the auditors.

6. INCOME TAX

No income tax is payable on the current year's income the company also has prior years losses recoupable for tax purposes.

These notes are to be read in conjunction with the disclaimer of Mann Judd & Co. dated 30th November, 1983.

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 2-7-85 FILM NUMBER 14710.

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D.S. THOMAS AND PARTNERS PTY. LIMITED

UNAUDITED

STATEMENT OF OPERATING PROFIT (LOSS) BEFORE INCOME TAX
FOR THE YEAR ENDED 30TH JUNE, 1983

	<u>Schedule 1</u>	
	<u>1983</u>	<u>1982</u>
INCOME	-	-
OPERATING EXPENSES		
Audit and accounting	-	(1,000)
<u>Operating profit</u>	<u>\$ -</u>	<u>\$ 1,000</u>
	=====	=====

This statement is to be read in conjunction with the disclaimer of Mann Judd & Co., dated 30th November, 1983.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

Chairman. Under delegation from the Commission. DATED 2-7-85

FILM NUMBER 14710.

LIST OF DIRECTORS, &c.

Page 3 of 4

16. Particulars of the directors
- ⁽¹⁾
- , principal executive officer, secretaries and auditors of the company are as follows:

The present Christian or given name or names and surnames	Any former Christian or given name or names or surnames	Usual address ⁽¹⁾ ^(*)	Other business occupations and, in the case of directors, particulars of other directorships ^(*)
Directors ⁽²⁾ MATTINGLEY, Maurice Albert TAPLIN, Francis Cyril Eaton			Engineer Consultant - nil Engineer Consultant - nil
Principal Executive Officer ⁽²⁾ (if any)			
Secretaries ⁽²⁾ TAPLIN, Francis Cyril Eaton		as above	as above
Auditors for current financial year ⁽²⁾			

17. PARTICULARS AS TO FORFEITED SHARES IN NO LIABILITY COMPANIES

Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company)

- (a) the date when each call made since the date of the last return, or (in the case of a first return) since incorporation, was payable:
- (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer:
- (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation:
- (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation: and
- (e) the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received:

18. DECLARATION AS TO INFORMATION

I certify that the information contained in this Annual Return is true to the best of my knowledge and belief.

Dated this 14th day of December 1983

Signature of *Director/*Secretary/*Principal Executive officer-

Name of Signatory IN BLOCK LETTERS

F.C.E. TAPLIN

*Strike out if inapplicable

CERTIFICATES

19. A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

*We certify—

- (a) that the provisions of the law relating to unclaimed moneys have been complied with;
- (b) having made an inspection of the share register, that transfers *have+*have not been registered since the date of *the last annual return⁽¹⁾; *the incorporation of the company;
- (2) (c) that the company has not, since the date of *the last annual return⁽¹⁾; *the incorporation of the company, issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;

(1) (a) ~~that the excess of members of the company above 50 (excluding joint holders of shares in one person) wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;~~

(4) (c) that to the best of our knowledge and belief the company was during the period to which the return relates—
 (i) ~~an unlimited exempt proprietary company, or~~
 (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);

(5) (f) ~~that at the annual general meeting held on the~~ day of
 14th December the company in pursuance of section 278 did not appoint an auditor.

(6) (g) that at the annual general meeting held on the 14th day of December 1983 the company in pursuance of section 279 did not appoint an auditor.

Dated this 14th day of December 1983

Signature of Director (1) [Redacted] Name of Signatory M.A. Mattingley
 in Block Letters

Signature of Secretary (1) [Redacted] Name of Signatory F.C.E. Taplin
 in Block Letters

*Strike out what is not applicable

20. B. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264 (1), I state in relation to

(a) the company ~~*HAS~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
 *HAS NOT

(b) the accounts ~~*HAVE~~ been audited.
 *HAVE NOT

(c) my report ~~*WAS NOT MADE SUBJECT TO ANY QUALIFICATION~~
 *WAS MADE SUBJECT TO A QUALIFICATION AND PARTICULARS OF THAT QUALIFICATION ARE ANNEXED; and

(d) in my reports ~~*DID NOT MAKE ANY COMMENT UNDER SUB-SECTION 285(4)~~
 MADE COMMENT(S) UNDER SUB-SECTION 285(4) AND PARTICULARS OF THE COMMENT(S) ARE ANNEXED

Signature of Auditor [Redacted] Name of Signatory
 in Block Letters

*Strike out what is not applicable

21. C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES REFERRED TO IN SUB-SECTIONS 279 (1) AND (2) ARE NOT AUDITED

For the purposes of sub-section 279 (5) we certify, in relation to
 D.S. & Partners Pty. Limited,
 in respect of the financial year to which the return relates, that—

- (a) the company ~~*HAS~~ kept such accounting records as to correctly record and explain the transactions and financial position of company;
 *HAS NOT
- (b) the company ~~*HAS~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
 *HAS NOT
- (c) the company ~~*HAS~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies (New South Wales) Code; and
 *HAS NOT
- (d) the accounts and group accounts (if any) ~~*HAVE~~ been properly prepared by a competent person.
 *HAVE NOT

F.C.E. Taplin

M.A. Mattingley

Name of Signatories IN BLOCK LETTERS

(1) Signatures

*Strike out what is not applicable

22. D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS

For the purposes of sub-section 265 (1), I certify that

- (a) the company has more than 500 members;
- (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W.; and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.
- and that accordingly the company is of a kind to which that sub-section applies.

Dated this day of 19

Signature of Secretary

Name of Signatory IN BLOCK LETTERS

*Strike out if inapplicable

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967. REPORT CERTIFIED pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 8-7-85. FILM NUMBER 14710.

Transfer Notice, find a Purchaser and give notice in manner aforesaid, the Transfer Notice shall be deemed withdrawn.

Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be deemed to have served a Transfer Notice pursuant to Article 8 (c) upon the Company upon the day he became so entitled and he shall advise the Company in writing when he is legally entitled to transfer the said shares. The Transfer Notice shall continue in force until fifty-six (56) days after the Company has received such written advice notwithstanding the provisions of Article 8 (e). The Board shall, in either case, have the same right to decline or suspend registration as it would have had in the case of a transfer of the share by that member before his death or bankruptcy.

0. If the person so entitled is qualified to do so and elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and the Board may, but shall not be obliged to, agree to his election.
1. Where the registered holder of any "A" share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall not be entitled to attend meetings of members of the Company or exercise the voting power exercisable by such deceased or bankrupt "A" shareholder, unless and until duly registered as the holder of such "A" share. Where the registered holder of any "B" share dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, unless and until served or deemed to have served a Transfer Notice and subject to the provisions of these Articles, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the holders of "B" shares or to voting or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt; and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of these Articles, be deemed to be joint holders of the share.

DIRECTORS, APPOINTMENT, ETC.

12. (a) Subject to Article 16 the number of Directors shall not be less than two nor more than nine.
- (b) The first Directors shall be:-

 Donald Sanderson Thomas.
~~John Samuel Goldstick~~
 Adrian Peter Field.
 Maurice Albert Mattingley.
 Eric Shelmerdine.
 Francis Cyril Eaton Taplin.
13. Each Director shall remain in office so long as he continues to hold an "A" share.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this eleventh day of July 1972.

COMMISSIONER

14. A Director must hold an "A" share to qualify him for office as a Director.
15. A Director shall vacate his office as a Director forthwith upon a meeting of holders of "A" shares resolving to serve a Transfer Request upon him.
16. The Company may from time to time by Ordinary Resolution increase or reduce the maximum number of Directors.
17. The Board shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles.
18. If the Company by Ordinary Resolution removes any Director from office it shall be deemed to have resolved to serve a Transfer Request upon him in respect of all his "A" and "B" shares.
19. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.
20. The remuneration of Directors shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company. Any such remuneration shall be by a fixed sum or fixed sums and shall not be by a commission on or a percentage of profits or of turnover. No such remuneration shall be increased unless notice of the proposed increase shall have been given to shareholders and other persons entitled to receive such notices from the Company in the notice convening the meeting.
21. The office of Director shall become vacant if the Director:-
 - (a) Ceases to be a Director by virtue of the Act.
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (c) Becomes prohibited from being a Director by reason of any order made under the Act.
 - (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (e) Resigns his office by notice in writing to the Company.
 - (f) For more than six months is absent without permission of the Directors from Meetings of the Directors held during that period.
 - (g) Ceases to be a Director pursuant to these Articles.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this eleventh

day of July 1972

22. No director shall be disqualified by his office from holding any office or place of profit (other than Auditor) under the Company or under any company promoted by this Company or in which this Company shall be a shareholder or otherwise interested and notwithstanding any rule of law or equity to the contrary, a director of the Company shall not be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise nor shall any such contract or any contract transaction or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be avoided or rendered voidable nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract transaction or arrangement by reason of such director holding that office or by reason of the fiduciary relationship thereby established and any such director may as a director help to constitute a quorum at any meeting of directors dealing with and vote in respect of and take part in the Company actually entering into and/or affixing the Common Seal to or in respect of any such contract, transaction or arrangement notwithstanding his interestedness and/or fiduciary relationship but disclosure of such interestedness shall be made and recorded as contemplated by the Act. Subject always to the provisions of the Act, failure to make and/or record such disclosure as aforesaid shall not by reason of the provisions of this Article operate to avoid or render voidable any such contract transaction or arrangement.

WE, the several persons whose names and addresses and descriptions are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Signatures of Subscribers.

Witness to Signatures.

DATED this *Twenty third* day of *June*, 1972.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this *eleventh* day of *July* 1972.

COMMISSIONER

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company

148278

Companies Act, 1961
(Section 16 (3))

Certificate of Incorporation of Proprietary Company

This is to Certify that

D.S. THOMAS & PARTNERS PTY. LIMITED

is, on and from the **thirtieth** day of **June**, 19 **72**,
incorporated under the Companies Act, 1961, that the company is a
company limited by shares and that the company is a proprietary company.

Given under the seal of the Corporate Affairs Commission at Sydney,
this **thirtieth** day of **June**, 19 **72**.

Commissioner.



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

eleventh

day of July 1972

M 107 JO

COMMISSIONER

O.S. THOMAS & PARTNERS P/L

Company Number: 148278

Participating States: VICTORIA

1

5

I, the Commissioner for Corporate Affairs, being a person to whom the Attorney General
by notification published in the Government Gazette has been appointed for all time 1970 to
be an approved person for the purposes of Section 10 of the Companies (Regulations)
Act, 1967, DO HEREBY CERTIFY pursuant to the Statute that this declaration is made as
a permanent record of a document in my custody at all times

DATED this

10th

day of October 1975

COMMISSIONER

**D. S. THOMAS & PARTNERS
PTY. LTD.**

COMPANY NUMBER: 148278-31

PARTICIPATING STATES: QLD.

17 SEP 1976 A D 8



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

twenty-first

day of September 1976.

M 107.20

4050

COMMISSIONER

R67

D. S. THOMAS & PARTNERS
PTY. LTD.

Company Number: 148278-31

Participating States: W. A.

21 SEP 1976 ADP

15

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

twenty-fourth

day of September 19 76

4056

M 10730

B67

COMMISSIONER

D.S. Thomas + Partners p/-

Company Number: 148278 - 31

Participating Status:
as of 1987

Vic

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

twenty-fourth

day of September 19 76

4056

M 10730

B67

COMMISSIONER

148278-31

D. S. THOMAS - PARTNERS PTY. LIMITED

NOTICE WAS GIVEN BY ED F 1211
THE ABOVE COMPANY 4 ON:

7. 6. 79.

THAT SINCE THAT DATE THE
COMPANY NO LONGER WISHED
TO CARRY ON BUSINESS OR
HAVE ITS NAME SERVED IN

QUEENSLAND

VICTORIA.

WESTERN AUSTRALIA.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this _____ day of _____ 19 _____

\$850

M 10730 10 West, Government Printer

R67

COMMISSIONER

Company No. 148278
 Location No. _____
 Date and Batch No. _____
 Filmed _____
 Filed _____

Form 37
 NEW SOUTH WALES
 Companies Act, 1961
 Sections 112 (1)
 112 (1A)
 346 (1) (f)
 and 347 (1) (d)

Document No. 000152

30 JUN 1972

CR 65257

NOTICE OF SITUATION OF REGISTERED OFFICE AND OF OFFICE HOURS, AND PARTICULARS OF CHANGES

TO THE CORPORATE AFFAIRS COMMISSION

D.S. Thomas & Partners Pty.

Limited,

a local company, ~~foreign company~~ (strike out whichever is inapplicable), hereby gives notice that—

as from the 30th day of June, 19 72,

the registered office of the Company in New South Wales will be ~~located~~ situated at*

Fourth Floor, 104 Mount Street, North Sydney, 2060

as from the _____ day of _____, 19 _____,

the days and hours during which that office is open and accessible to the public will be/have

~~been~~ as follows: _____

Dated this 30th

day of _____

~~Director~~

Subscriber.

~~Secretary~~

~~Agent in New South Wales~~

* Insert full address

* Strike out if inapplicable. Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the forenoon and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays excepted.

† Strike out whichever are inapplicable.

NOTE: In the case of a company which is not the sole occupant of the building in which the registered office is situated, particulars of the address sufficient to enable the office to be readily located should be supplied, e.g., "Room 101, First Floor".

SEE INSTRUCTIONS FOR LODGMENT AND FEES PAYABLE ON REVERSE SIDE OF THIS FORM.

LODGED BY CUTLER HUGHES HARRIS & GARVIN,
Solicitors,
16 Barrack Street,
SYDNEY.

TELEPHONE No. 29-7821 - GEFH.

LODGED in the office of
 THE CORPORATE AFFAIRS
 COMMISSION on

30 JUN 1972

Commissioner

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

eleventh

day of July 1972

COMMISSIONER

JACKET B

NEW SOUTH WALES

Companies Act, 1961

Sections 112 (1), (1A)

346 (1) (f)

347 (1) (d)

LODGED in the Office of the
Corporate Affairs Commission on
26 March 1976

Form 37

COMMISSIONER

Reg No. 148278

Location No. 1114 A

Date and Batch No.

Film W Sheet No.

Document No. 9662

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF
OFFICE HOURS AND OF PARTICULARS OF CHANGES

TO THE CORPORATE AFFAIRS COMMISSION

D.S. Thomas and Partners Pty. Limited

Limited, a local company
a foreign company

hereby gives notice that—

As from the date of incorporation of the company,
the sixth day of December, 1974,

the address of the registered office of the Company in New South Wales is
1-8 Walker Street, North Sydney, N.S.W.

Postcode 2060

As from the date of incorporation of the company,
the sixth day of December, 1974,

the days and hours during which that office is (*to be) open and accessible to the public are
as follows: 9.00 a.m. to 5.00 p.m.

Dated this twentieth day of March, 1976

Director,
Secretary,
Subscriber,
Solicitor,
Agent in New South Wales.

(A subscriber or Solicitor may sign this notice
only prior to the incorporation of the company.)

* Strike out whichever are inapplicable.

* Insert full address, including, where applicable, the number of the room and of the floor or level on which the office
is situated in the building.

NOTE: Notice of the days and hours during which the office is open and accessible to the public is not required
if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of
each day, Saturdays, Sundays and holidays excepted.

Lodged by Peat Marwick Mitchell & Co.
Tower Building,
Australia Square,
Sydney, 2000 20538

SEE INSTRUCTIONS FOR LODGMENT
AND FEES PAYABLE ON REVERSE
SIDE OF THIS FORM.

If a receipt is required please tick ☐

I, the Commissioner of the Corporate Affairs Commission, do hereby certify that the above notice has been received and that the company has been registered in accordance with the provisions of the Companies Act, 1961, and that the company is entitled to the benefits of the provisions of the Companies Act, 1961, and that the company is entitled to the benefits of the provisions of the Companies Act, 1961.

21st day of March 1976

31st

21st

COMMISSIONER

R67

JACKET B

NEW SOUTH WALES

Document No. _____

Companies Act, 1961

Sections 112 (1), (1A) and (1B)
346 (1) (i) and (1A)
347 (1) (d) and (1A)

LODGED with the Corporate
Affairs Commission on:

11/6 1978

Form 37

01955,1

95

11/6 1978

W

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF
OFFICE HOURS AND OF PARTICULARS OF CHANGES

Reg. No. **148278 - 31** ~~688~~

TO THE COMMISSIONER FOR CORPORATE AFFAIRS

D.S. THOMAS AND PARTNERS PTY.

Limited,

herely gives notice that -

1. As from ~~*the date of incorporation of the company~~
*the **31st** day of **July**, 19 **78**,

the address of the registered office of the Company in New South Wales ~~*will be~~
1st Floor, 46-48 Nicholson Street, St. Leonards.

2065

* Insert full address, including, where applicable, the number of a room and of the floor or level of the building in which the office is situated.

2. As from ~~*the date of incorporation of the company~~
*the _____ day of _____, 19 _____,

the days and hours during which the office ~~*will be open~~ are:
~~*is open~~

Dated this **23rd** day of **August**, 19 **78**

* Director,
* Secretary,
* Agent in New South Wales

* In the case of a proposed company by a person who has consented to act as a director of the company or who is a subscriber to the memorandum of association.

* Strike out whichever are inapplicable.
† Strike out if inapplicable.

Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays, excepted.

Lodged by: **D.S. Thomas and Partners Pty. Ltd.,**

46-48 Nicholson Street

St. Leonards. N.S.W. 2065

Phone: **438.3399**

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of **19** **Aug.** **78**

twenty-eighth

DATED this

5918

COMMISSIONER

M 10:40 D West, Government Printer

R67

NOTICE IN RELATION TO REGISTERED OFFICE

Jacket B

Doc. No.

Reg No. 148278-31 7
D. S. THOMAS & PARTNERS PTY. Limited

Notice is given that—

- * as from the date of incorporation the address of the proposed registered office will be _____
Postcode _____
- * as from the date of commencement of registration the address of the proposed registered office will be _____
Postcode _____
- * as from the twenty seventh day of July, 1983 the situation of the
registered office has been changed from 46 NICHOLSON STREET, ST. LEONARDS
to
C/- MANN JUDD & CO., GOLDFIELDS HOUSE, 1 ALFRED STREET
SYDNEY Postcode 2000
- * ~~the hours during which the proposed registered office will be open and accessible to the public in accordance with
paragraph 216 (1) (a) are _____~~
- * as from the date of commencement of registration the hours during which the proposed registered office will be
~~open and accessible to the public in accordance with paragraph 216 (1) (a) are _____~~
- * as from the 27th day of July, 1983 the hours during which the
registered office is open and accessible to the public in accordance with paragraph 216 (1) (a) are 9.00 am
to 5.15 pm
- * ~~as from the _____ day of _____, 19____ the hours during which the
registered office is open and accessible to the public in accordance with
paragraph 216 (1) (a) have been changed to _____~~

Dated this twenty eighth day of July, 1983

(1) Signature of *Director *Secretary *Principal Executive Officer *of *Agent ~~Subscribed~~

Name of Signatory IN BLOCK LETTERS FRANCIS CYRIL EATON TAPLIN

* Strike out if inapplicable

(1) Where the agent is a company, the form must be signed by a director or secretary or the principal executive officer of the agent.

NOTE: A fees receipt will not issue unless specifically requested.

Lodged by

Address

Phone No.

Lodged with the Commission

Completed

24 AUG 1983

J. VINCEC
APPROVED OFFICE

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH
THE CORPORATION IS INCORPORATED OR REGISTERED AS A FOREIGN COMPANY.

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney
General by notification published in the Government Gazette on the
28th day of September, 1979 to be an approved person for the purposes of
Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES
pursuant to the Section that this transparency is made as a permanent
record of a document in its custody or control.

DATED this

7th

September

1983

12453

Commissioner

under delegation from the Commission

DIRECTIONS

1. In accordance with section 530A, specify the full address, or the full new address, as the case requires, of the relevant office including, where applicable, the number of the room and of the floor or level of the building on which the office is situated.
2. In accordance with section 530A, where a corporation is not to occupy premises the address of which is specified in the notice as the address of its office, the consent of the occupier of the premises, in accordance with Form 150, (set out below), must be annexed to that notice.

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 150

CONSENT TO SPECIFICATION OF ADDRESS AS ADDRESS OF OFFICE OF CORPORATION

Paragraph 538A(d)

Doc. No.

Reg No. **148278-31** m

D. S. Thomas & Partners Pty Limited.

*I We, **MANN JONES & Co**

the occupier(s) of premises the address of which is specified as the address of the (~~*proposed~~) *registered office

*principal office of **D. S. Thomas & Partners Pty** Limited.

a ~~*proposed corporation~~ *corporation which is not to occupy those premises, consent to the following address

being specified **c/- Mann Jones & Co Coldfields House 204 Floor**

1 Alfred St Sydney

Postcode **2000**

Dated this

9

day of

August

19

83

Signature

Name of Signatory **IN BLOCK LETTERS**

* Strike out whichever is inapplicable

D. J. MATTISKE - Partner

NOTE: A fees receipt will not issue unless specifically requested

Lodged by

Address

Phone No.

Lodged with the Commission

COMPLETED

24 AUG 1983

J. VINCENEC
AUTHORISED OFFICER

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 **HEREBY CERTIFIES** pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this

7th

day of

September

1983

12453

Commissioner

under delegation from the Commission

148278

A. Form 38 42.
 Not a
NEW SOUTH WALES
Companies Act, 1961
Section 115(1)(2)

000151

449
 60 JUN 1972
 CAR 65257

LIST OF PERSONS WHO
CONSENT TO ACT AS DIRECTORS.

To the Commissioner for Corporate Affairs.

We, the undermentioned persons, hereby consent to act as
 director of D.S. THOMAS & PARTNERS PTY. LIMITED.

<u>Full Name</u>	<u>Address</u>	<u>Description</u>
Donald Sanderson THOMAS.		Engineer.
John Sean GOSSEL.		Engineer.
Adrian Peter FIELD.		Engineer.
Maurice Albert MATTINGLEY.		Engineer.
Eric SHELMERDINE.		Engineer.
Francis Cyril Eaton TAPLIN.		Engineer.

DATED this Twenty Third day of June 1972.

Witness:

LODGED BY:

CUTLER, HUGHES, HARRIS & GARVIN,
Solicitors,
16 Barrack Street,
SYDNEY.

Telephone No.- 29-7821 .

Lodged in the Office of the
 Commissioner for Corporate
 Affairs on: 30 JUN 1972

Commissioner for Corporate
Affairs.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
 by notification published in the Government Gazette on the nineteenth day of June, 1971, to
 be an approved person for the purposes of Section three of the Evidence (Reproductions)
 Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
 a permanent record of a document in my custody or control.

day of July 1972

eleventh

DATED this

COMMISSIONER

Company No. _____
 Location No. _____
 Date and Batch No. _____
 Filmed _____
 Filed 3 NOV 1972 85

Form 17
NEW SOUTH WALES
COMPANIES ACT, 1961
 (Section 54 (1) (2) (b))

Document No. 92300
CCCT 64

RETURN OF ALLOTMENT OF SHARES

D. S. THOMAS AND PARTNERS PTY., Limited

The shares referred to in this return were allotted, or are deemed to have been allotted under subsection (7) of section 54 of the Companies Act, 1961*, between the _____ day of _____, 19____, and the _____ day of _____, 19____.

Or, on the 23rd day of June, 1972

1. Number of shares allotted payable in cash 5 "A" (Subscribed for)

Nominal amount of EACH of the shares so allotted	£1
Amount paid or due and payable on EACH of the shares so allotted — paid	£1
do. and payable on allotment	Nil
Amount of premium paid or payable on EACH share	Nil
2. Number of shares allotted for a consideration other than cash	Nil
Nominal amount of EACH of the shares so allotted	Nil
Amount to be treated as paid on EACH of the shares so allotted	Nil

The consideration for which the shares have been so allotted is as follows:

3. The names and addresses of the allottees of shares in the company and the numbers and classes of shares allotted to them are as follows:

Surname	Christian or Other Names	Address	Number of Shares Allotted			
			Preference		Ordinary	
			Cash	Otherwise	Cash	Otherwise
Thomas	Donald Sandersor	[REDACTED]			1 "A"	
Field	Adrian Peter	[REDACTED]			1 "A"	
Mattingley	Maurice Albert	[REDACTED]			1 "A"	
Shelmerdine	Eric	[REDACTED]			1 "A"	
Taplin	Francis Cyril Eaton	[REDACTED]			1 "A"	
					5 "A"	

Dated this Thirtieth day of October, 1972

* Strike out whichever is inapplicable.

1 Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs is to be stated. In the case of the first return, shares subordinated to the memorandum are to be included in this return and identified as such.

2 Where, by virtue of section 54 (2) (b) of the Companies Act, 1961, a company does not include in paragraph 3 of this Form the particulars mentioned in section 54 (1) (a) of that Act, the company shall complete the certificate set out in this Form. (See over.)

3 Insert all Christian or other names, or at least one Christian or other name and other initials.

LODGED BY Peat, Marwick, Mitchell & Co.,

Tower Building, Australia Square, Sydney, 2000

TELEPHONE No. 20538

PLEASE TURN OVER

LODGED in the office of
 THE CORPORATE AFFAIRS
 COMMISSION, on

1 NOV 1972

Commissioner

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of November 1972

1972

DATED this

COMMISSIONER

M. J. 1000

Packet No. 108278
 ADP No. 108278
 Fetched Verified
 Filed: 10/10/72

25 SOUTH WALLS
 COMPANIES ACT 1966 FORM 43 SECTION 134 (6) AND (7)

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND
 SECRETARIES, AND CHANGES OF PARTICULARS

D. S. THOMAS AND PARTNERS PTY.

LIMITED

Peat, Marwick
 Mitchell & Co.
 Australia Square
 SYDNEY, N.S.W.
 2000
 Telephone No. 20538

DIRECTORS*

Present Name(s)	Former Name(s)	Address	Business Occupation (if any)	Particulars of other Directorships	Nature of Appointment or Change	Date of Appointment or Change
Thomas, Donald Sanderson	-	[REDACTED]	Engineer	None	Appointed	23.6.72
Field, Adrian Peter	-		Engineer	None	Appointed	23.6.72
Mattinglev, Maurice Albert	-		Engineer	None	Appointed	23.6.72
Shelmerdine, Eric	-		Engineer	None	Appointed	23.6.72
Taplin, Francis Cyril Eaton	-		Engineer	None	Appointed	23.6.72

*NB. IF THERE IS INSUFFICIENT SPACE IN THIS RETURN, PLEASE USE AN ADDITIONAL SHEET WHICH SHOULD ALSO BE SIGNED BY THE DIRECTOR OR THE SECRETARY
 MANAGERS AND SECRETARIES*

Full Name and Office (if any)	Address	Office (Occupation if any)	Nature of Appointment or Change	Date of Appointment or Change	LODGED IN the Office of the Corporate Affairs Commissioner 1 NOV 1972
Managers					
Secretaries Nochdurft, Victor Crawford Melrose	[REDACTED]	Industrial Chemist -Engineer- (w/)	Appointed	4.7.72	[REDACTED]

Dated this Thirteenth day of October 19 72

FOR INSTRUCTIONS ON COMPLETION OF THIS FORM PLEASE SEE REVERSE SIDE

Commissioner

BOOKS
 Secretary

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this seventh day of November 1972

M 10730

COMMISSIONER

LODGED in the Office of the
Corporate Affairs Commission
on

13 FEB 1973

COMMISSIONER

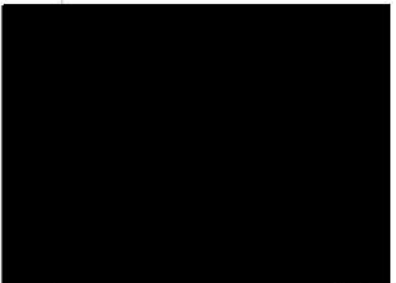
Form 43

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND
SECRETARIES, AND CHANGES OF PARTICULARS

D.S. THOMAS & PARTNERS PTY.

LIMITED

DIRECTORS*

Present Name(s)	Former Name(s)	Address	Business Occupation (if any)	Particulars of other Directorships	Nature of Appointment or Change	Date of Appointment or Change
Donald Sanderson THOMAS.	-		Engineer.	Nil.	Continuing Director.	-
Adrian Peter FIELD.	-		Engineer.	Nil.	Continuing Director.	-
Maurice Albert MATTINGLEY.	-		Engineer.	Nil.	Continuing Director.	-
Eric SHELMERDINE.	-		Engineer.	Nil.	Continuing Director.	-
Francis Cyril Eaton TAPLIN.	-		Engineer.	Nil.	Continuing Director.	-
----- SEE			ANNEXURE -----			

MANAGERS AND SECRETARIES*

Present Name and Office in Company	Address	Other Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	Filed by
Managers Nil					
Secretaries Victor Crawford Melrose NOTHDUREFT.	[REDACTED]	Industrial Chemist.	Continuing Secretary.	-	Phone No.

Dated this 13th day of February, 1973

FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE

Director:
Secretary:

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1971, to
be an approved person for the purposes of Section three of the Evidence (Reproduction)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control


DATED this Fifth day of March 1973


COMMISSIONER

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS

D.S. THOMAS & PARTNERS PTY. LTD.

DIRECTORS (Continued):-

<u>Present Names.</u>	<u>Former Names.</u>	<u>Address.</u>	<u>Business Occupation.</u>	<u>Other Directorships.</u>	<u>Nature of Appointment.</u>	<u>Date of Appointment.</u>
Allen Richard ANGEL.	-		Engineer.	Nil.	Appointed Associate Director.	10.7.1972.
John Edwin FROST.	-		Engineer.	Nil.	Appointed Associate Director.	10.7.1972.
Victor Crawford Melrose NOTHDURFT.	-		Industrial Chemist.	Nil.	Appointed Associate Director.	10.7.1972.
John Graham QUINLAN.	-		Engineer.	Nil.	Appointed Associate Director.	10.7.1972.
George Arnold BUDIBENT.	-		Engineer.	Nil.	Appointed Associate Director.	10.7.1972.
Maurice John DARE.	-		Engineer.	Nil.	Appointed Associate Director.	1.1.1973.


Director.
Secretary.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

Fifth

day of March 19 73


COMMISSIONER

Company No. 148278
 Location No. Y6U 320
 Date and Batch No. 22 AUG 1973 175
 Filmed
 Filed

300
Form 17
NEW SOUTH WALES
COMPANIES ACT, 1961
 (Section 54 (1) (2) (b))

Document No. _____

027969

File B 27/7/73

RETURN OF ALLOTMENT OF SHARES
D.S. THOMAS & PARTNERS PTY.

Limited

The shares referred to in this return were allotted, or are deemed to have been allotted under subsection (2) of section 54 of the

Companies Act, 1961*, between the _____ day of _____, 19____, and the _____ day

of _____, 19____.

* on the 29th day of June, 1973

11	Number of shares allotted payable in cash	<u>300</u>	
	Nominal amount of EACH of the shares so allotted		<u>\$1</u>
	Amount paid or due and payable on EACH of the shares so allotted—		<u>\$1</u>
	paid		
	due and payable on allotment		
	Amount of premium paid or payable on EACH share		
12	Number of shares allotted for a consideration other than cash		
	Nominal amount of EACH of the shares so allotted		
	Amount to be treated as paid on EACH of the shares so allotted		
	The consideration for which the shares have been so allotted is as follows:		

13 The names and addresses of the allottees of shares in the company and the numbers and classes of shares allotted to them are as follows:

Surname	Christian or Other Names	Address	Number of Shares Allotted			
			Preference		Ordinary	
			Cash	Otherwise	Cash	Otherwise
Thomas	Donald S.				60 'B'	
Shelmerdine	Eric				60 'B'	
Field	Adrian				60 'B'	
	Peter				60 'B'	
Mattingley	Maurice A.				60 'B'	
Taplin	Francis C.E.				60 'B'	
					300 'B'	

Dated this 27 day of July, 1973

Director *Signature*

* Strike out whichever is inapplicable

† Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs is to be stated. In the case of the first return, shares allotted prior to the memorandum are to be included in this return and identified as such.

‡ Where, by virtue of section 54 (2)(b) of the Companies Act, 1961, a company does not include in paragraph 1 of this Form the particulars mentioned in section 54 (1)(d) of that Act, the company shall complete the certificate set out in this Form. (See over.)

§ Insert all Christian or other names, or at least one Christian or other name and other initials.

LODGED BY Peat, Marwick, Mitchell & Co.

Australia Square, Sydney, N.S.W. 2000.

TELEPHONE No 20538

PLEASE TURN OVER

LODGED in the office of
 THE CORPORATE AFFAIRS
 COMMISSION on

27 JUL 1973

COMMISSIONER

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of August 1973

Seventh

DATED this

NEW SOUTH WALES
COMPANIES ACT, 1961
(Section 54)

LODGED in the Office of the
Corporate Affairs Commission
on: 6 DEC 1974

COMMISSIONER

Form 17

2

\$4
6/12/74
A

FOR OFFICE USE ONLY	
Reg. No.	148218
Location No.	WEW080
Date and Batch No.	10 DEC 1974 9 34
Film W/Sheet No.	
Document No.	052186

RETURN OF ALLOTMENT OF SHARES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

D.S. THOMAS & PARTNERS PTY.

LIMITED

The shares referred to in this return were allotted or are deemed to have been allotted under section 54 (7) of the Companies Act, 1961, *on the Seventh day of November, 19 74.
*between the _____ day of _____, 19 _____ and the _____ day of _____, 19 _____.

† Shares allotted or deemed to have been allotted

1. For CASH:

	No.	Other (specify class)
(a) number of shares	2	"A"
(b) nominal amount of EACH share	\$	\$1
(c) amount (if any) paid on EACH share	\$	\$1
(d) amount (if any) due and payable on EACH share	\$	
(e) amount of premium paid or payable on EACH share	\$	

2. For CONSIDERATION OTHER THAN CASH:

	No.	Other (specify class)
(a) number of shares:		
(i) as fully paid up	No.	
(ii) as partly paid up	No.	
(b) nominal amount of EACH share	\$	
(c) if partly paid up—the amount treated as paid up on EACH share	\$	
(d) amount of premium treated as paid up or payable on EACH share	\$	

(e) ‡ The consideration for which the shares have been so allotted is as follows:

3. § The names and addresses of the allottees of shares in the company and the numbers and classes of shares allotted to them are as follows:

Surname	Christian or other names†	Address	Number of shares allotted					
			Preference		Ordinary		Other kinds	
			Cash	Otherwise	Cash	Otherwise	Cash	Otherwise
TAPLIN	Francis Cyril Eaton						2	

Dated this 6th day of December, 19 74

Director/Secretary

* Strike out whichever is inapplicable.

† Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs is to be stated. In the case of the first return, shares subscribed for in the memorandum are to be included in this return and identified as such.

‡ If the allotment is made pursuant to a contract in writing, the company shall lodge with this return the contract evidencing the entitlement of the allottee or a copy of any such contract certified as prescribed.

§ Where, by virtue of section 54 (2) of the Companies Act, 1961, a company does not include in paragraph 3 of this Form the particulars mentioned in section 54 (1) (d) of that Act, the company shall complete the certificate set out in this Form. (See over.)

¶ Insert all Christian or other names, or at least one Christian or other name and other initials.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of December 19 74.

13th


DATED this

COMMISSIONER

1119

M 10730

Companies Act, 1961 Section 134 (6) and (7)

 LODGED in the Office of the
Corporate Affairs Commission
on **15 APR 1976**


COMMISSIONER

Form 43






**RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND
SECRETARIES, AND CHANGES OF PARTICULARS**

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

D.S. THOMAS AND PARTNERS PTY.

LIMITED

DIRECTORS*

Present Names†	Former Names†	Address‡	Business Occupation (if any)	Particulars of other Directorships§	Nature of Appointment or Change	Date of Appointment or Change
DONALD SANDERSON THOMAS	-		ENGINEER	NIL	CONTINUING DIRECTOR	-
ADRIAN PETER FIELD	-		ENGINEER	NIL	RESIGNATION	31.12.1973
MAURICE ALBERT MATTINGLEY	-		ENGINEER	NIL	CONTINUING DIRECTOR	-
ERIC SHELMEARDINE	-		ENGINEER	NIL	RESIGNATION	8.11.1974
FRANCIS CYRIL EATON TAPLIN	-		ENGINEER	NIL	CONTINUING DIRECTOR	-

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

- SEE ANNEXURE SHEET -

MANAGERS AND SECRETARIES*

Full Name and Office in Company	Address‡	Other Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers NIL					Peat Marwick Lodged by Mitchell & Co. Australia Square, SYDNEY, 2000 20538 Phone No.
Secretaries		- SEE ANNEXURE SHEET -			

 Dated this eight day of April, 1976
 FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE

 Director†
Secretary*

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

22nd

day of April 1976

3585

COMMISSIONER

ANNEXURE SHEET

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND
SECRETARIES AND CHANGES IN PARTICULARS

D.S. THOMAS AND PARTNERS PTY. LIMITED

DIRECTORS (continued)

Present Names	Former Names	Address	Business Occupation	Other Directorships	Nature of Appointment	Date of Appointment
Allen Richard ANGEL	-		Engineer	Nil	Resignation	1.1.1973
John Edwin FROST	-		Engineer	Nil	Resignation	1.1.1973
Victor Crawford Melrose NOTHDURFT	-		Industrial Chemist	Nil	Resignation	1.1.1973
John Graham QUINLAN	-		Engineer	Nil	Resignation	1.1.1973
Maurice John DARE	-		Engineer	Nil	Resignation	1.1.1973
<u>SECRETARIES</u>						
Victor Crawford Melrose NOTHDURFT	-		Industrial Chemist	N/A	Removal	25.9.1973
James JONES	-		Accountant	N/A	Appointed Removal	25.9.1973 13.2.1976
Francis Cyril Eaton TAPLIN	-		Engineer	N/A	Appointed	13.2.1976

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

22nd

day of April 1976.

3585

COMMISSIONER

ANNEXURE SHEET

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND
SECRETARIES AND CHANGES IN PARTICULARS

D.S. THOMAS AND PARTNERS PTY. LIMITED

DIRECTORS (continued)

Present Names	Former Names	Address	Business Occupation	Other Directorships	Nature of Appointment	Date of Appointment
Allen Richard ANGEL	-		Engineer	Nil	Resignation	1.1.1973
John Edwin FROST	-		Engineer	Nil	Resignation	1.1.1973
Victor Crawford Melrose NOTHDURFT	-		Industrial Chemist	Nil	Resignation	1.1.1973
John Graham QUINLAN	-		Engineer	Nil	Resignation	1.1.1973
Maurice John DARE	-		Engineer	Nil	Resignation	1.1.1973

SECRETARIES

Victor Crawford Melrose NOTHDURFT	-		Industrial Chemist	N/A	Removal	25.9.1973
James JONES	-		Accountant	N/A	Appointed Removal	25.9.1973 13.2.1976
Francis Cyril Eaton TAPLIN	-		Engineer	N/A	Appointed	13.2.1976

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

22nd

day of April 19 76.

3585

COMMISSIONER

LODGED with the
Corporate Affairs Commission on
14-12-77

COMMISSIONER

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OF

D. S. THOMAS & PARTNERS PTY. LIMITED

This ~~is~~ ^{is not} the first Return lodged following incorporation

Reg. No. 148278-3

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018 N.S.W. 2001)

DIRECTORS*

Present Names*	Former Names*	Address†	Other business occupation (if any)	Particulars of other Directorships‡ (if none, state so)	Nature of Appointment or Change	Date of Appointment or Change
Thomas, Donald * Sanderson			Engineer	None	Resigned	28.11.77
Mattingley, Maurice Albert			Engineer	None	Continuing	
Taplin, Francis Cyril Eaton			Engineer	None	Continuing	

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

Full Name and Office in Company	Address†	Other Business Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change
Managers*				
Secretaries*				
Taplin, F. C. E.		Engineer	Resigned Continuing	7.12.77
RAJU, Semangal Devi		Accountant	Appointed	7.12.77

Lodged by Mann Judd & Co.
Gold Fields House,
Sydney, 2000

Phone No. 27-7551

Dated this 9/12/ day of December, 19 77

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

*W. 87 261-1

† Strike out whichever is inapplicable.

Director*
Secretary*

ng or newly-appointed officer.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 5264 22nd day of December 19 77.

LODGED with the
Corporate Affairs Commission on
21 Dec 1979

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OFD. S. THOMAS and PARTNERS PTY. LIMITEDThis ~~is~~ ^{is not} the first Return lodged following incorporationReg. No. 148278 - 31 06Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018 N.S.W. 2001)

DIRECTORS*

Present Names†	Former Names†	Address‡	Other business occupation (if any)	Particulars of other Directorships (if none, state so)	Nature of Appointment or Change	Date of Appointment or Change
MATTINGLEY, Maurice Albert			Engineer	None	Continuing	
TAPLIN, Francis Cyril Eaton			Engineer	None	Continuing	

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

Full Name and Office in Company	Address‡	Other Business Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers*					Lodged by <u>Mr. F.C.E. Taplin</u> <u>46 Nicholson Street</u> <u>St. Leonards</u>
Secretaries*			Resigned	3.12.79	Phone No. <u>438 3399</u>
RAJU, Semangal Devi			Appointed	3.12.79	
TAPLIN, Francis C.E.					

Dated this twentyfirst day of December, 19 79

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

Strike

Director
Secretary
or newly-appointed officer.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this eleventh day of January 19 80

7272

Chairman

under delegation from the Commission

4. In our opinion,

- a) because of the matters referred to in paragraphs 2 and 3 above we are unable to express an opinion on whether the accompanying balance sheet and profit and loss accounts are properly drawn up in accordance with the provisions of the Companies Act, 1961 of New South Wales and so as to give a true and fair view of the state of affairs of the company at 30th June, 1979 and of its results for the year then ended and of the other matters required by section 162 of that Act to be dealt with in the accounts.
- b) the accounting and other records and registers required by the said Act to be kept by the company have been properly kept in accordance with the provisions of the Act.

MANN JUDD & CO.
Chartered Accountants

J.R. BIDDLE - A Partner

Registered under the Public Accountants'
Registration Act, 1945, as amended.

13th December, 1979.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this Eighteenth day of January 1980

Chairman
under delegation from the Commission

7318

PART D

Particulars of the Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (If none, state so)
Directors	MAURICE MATTINGLEY, ALBERT	-	Engineer, NONE
TAPLIN, FRANCIS CYRIL EATON	-		Engineer, NONE
Manager (if any)			
Secretaries			
TAPLIN, FRANCIS C.E.		AS ABOVE	AS ABOVE

Auditors for current financial year and address: MANN JUDD AND CO., 1 Alfred St., SYDNEY COVE

† Director includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the company may give in this behalf. In the case of a company which is a subsidiary of a company, the name of the company shall be given. In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of D.S. THOMAS AND PARTNERS PTY. Limited

for the year ended 30th. JUNE. 1979

that:

- the company has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;

- the accounts have/have not been duly audited in accordance with this Act;

- I have/ have not referred in my report to any defect or irregularity in the accounts. *A copy is attached.*

† Particulars of any defect or irregularity referred to in the report should be attached.

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsection (1) or (2) of section 165a of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165a of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- the company has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) have/ have not been properly prepared by a competent person.

Director
Director

* Figures and statements in brackets.
† In the case of the certificate being qualified in any way, particulars should be attached.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this Eighteenth day of January 1980

7318

under delegation from the Commission

Certificate to be Completed by No-Liability Companies

1. The undersigned hereby certifies that the above is a true and correct copy of the original as the same appears in the records of the Department of the Interior, Bureau of Land Management, Washington, D.C.

~~Certificate for Inclusion in Public Company's Annual Return that does not~~

~~Include List of Members~~

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to ~~the~~ **Limited, that**

- (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 - (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- and that accordingly the company is of a kind to which that subsection applies.

Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

!I/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- (b) having made an inspection of the share register that transfers ^{have^s} ~~have~~ not been registered since the date of the last annual return.
- ~~— the incorporation of the company.~~
- (c) That the company has not since the date of the last annual return issued^a any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- (d) ~~that the excess of members of the company above fifty (meaning joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
- (e) That to the best of our knowledge and belief the company was an exempt^b proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- (f) ~~That at the Annual General Meeting held on~~ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.
- (g) ~~That at the Annual General Meeting held on~~ the company pursuant to section 166 of the Companies Act, 1961, did not appoint an auditor.
- 19

Director⁴

Secretary

- [illegible]

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature

ST 20124

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this Eighteenth day of January 1980

7318

under delegation from the Commission

JACKET G
COMPLETED

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

LODGED with the Corporate
Affairs Commission on

17 MAR 1981

COMMISSIONER

11 MAR 1981

CODE: ABCG

446089

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

PART A

Reg. No.

1 4 8 2 7 8 - 3 1

Annual Return of D.S. THOMAS AND PARTNERS PTY.

Limited

made up to the 31st day of DECEMBER, 1980

being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1980

1. The accounts of the company ^{were}~~have been~~ laid before the Annual General Meeting of the company held on

being— 31st DECEMBER, 1980

• the date of this return.

• the date of the Annual General Meeting held before the date of this return.

*Strike out whichever is inapplicable.

2. The address of the registered office of the company is:

46 - 48 Nicholson Street, ST. LEONARDS. N.S.W. 2065

3. The name of the company is reserved in the participating States of:

N/A

4. The address of the principal office of the company (if any) in each participating State is:

N/A

5. The address of the place at which the register of members is kept if other than the registered office is:

N/A

6. The business names under which the company carries on business are:

N/A

Please complete:

Lodged by: MANN JUDD AND CO.

1 Alfred St., SYDNEY COVE

Phone: 27-7551

Date forwarded: 29-1-81

Fee paid: \$50
(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period —
Exempt Proprietary Company \$ 50
Non-exempt Proprietary Company \$ 75
Public Company \$200

With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of March 1981.

8847

Commissioner
under delegation from the Commission

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$100,000	divided into	5,000 ORD "A" shares of \$1.00 each	\$100,000
8. Total number of shares taken up to the 31st day of Dec 1980 (being the date of the return or other authorized date)	2,502 ORD "A" shares of \$1.00 each	300 ORD "B" shares of \$1.00 each		
TOTAL ISSUED CAPITAL (Nominal Value)			\$2802	
9. Number of shares issued:				
(a) Subject to payment wholly in cash			2802	
(b) As fully paid up otherwise than in cash			-	
(c) As partly paid up to the extent of.....per share otherwise than in cash			2802	
TOTAL of items 9(a), (b) and (c) (this should agree with total in item 8)				
10. Number of shares (if any) of each class issued at a discount				
11. Total amount of discount on the issue of shares which has not been written off at the date of this return				
12. (a) There has been called up on each of 2802 shares			\$1.00	
(b) There has been called up on each of shares			-	
(c) There has been called up on each of shares			-	
13. Total amount:				
(a) Of calls received including payments on application and allotment			\$2802	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash			-	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash			-	
TOTAL of items 13 (a), (b) and (c)			\$2802	
14. Total amount of calls unpaid				
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return				
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return				
17. Total number of shares forfeited				
18. Total amount paid (if any) on shares forfeited				
19. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company				
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:				
Registered number	Date of registration	Amount of indebtedness at the date of this return		
N/A	-	-		

(1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.

(2) If the shares are of different kinds, state them separately.

(3) Where various amounts have been called or there are shares of different kinds, state them separately.

(4) Include what has been received on forfeited as well as on existing shares.

(5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in D.S. THOMAS AND PARTNERS PTY. LIMITED on the 31st day of DECEMBER, 1980 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this list are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this list.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	*Number of shares held by existing members *
	Surname	At least one Christian name and other initials		
1	THOMAS	DONALD S.	[REDACTED]	834 ORD "A" 100 ORD "B"
2	TAPLIN	FRANCIS C.E.	[REDACTED]	834 ORD "A" 100 ORD "B"
3	MATTINGLEY	MAURICE A.	[REDACTED]	834 ORD "A" 100 ORD "B"

(If space insufficient, use Continuation Sheets and Initial)

*The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

*When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of March 19 81.

8847

Commissioner
under delegation from the Commission

AUDITORS' REPORT

To the members of D.S. Thomas & Partners Pty. Limited,

1. We have examined the balance sheet at 30th June, 1980 of D.S. Thomas & Partners Pty. Limited and the related profit and loss account for the year then ended, which have been prepared under the historical cost convention. Our examination included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.
2. Note 4 to the accounts discloses that the company has been advised of a proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1973 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of escalation of fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in its accounts as the company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.
3. Although we are satisfied that the directors have taken reasonable steps to establish the value of the company's assets and liabilities at 30th June, 1980, because of the claim noted in paragraph 2 above and other considerations connected therewith, it has not been possible for us to satisfy ourselves that the values of the items listed below are truly stated:

Balance Sheet Value
30th June, 1980

Assets:

Loans to D.S. Thomas (after provision for non-recovery)	Nil
Amounts receivable from Roespa Pty. Limited (after provision for non-recovery)	Nil
Amounts receivable from Acoustic and Environmental Pty. Limited (after provision for non-recovery)	Nil
Moneys held by a third party pending settlement of a legal dispute	\$18,435

Liabilities

Unsecured loans from - D. & J. Services Pty. Limited	\$71,388
--	----------

4. In our opinion,
 - a) because of the matters referred to in paragraphs 2 and 3 above we are unable to express an opinion on whether the

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

March

19 81.

8847

Commissioner
under delegation from the Commission

accompanying balance sheet and profit and loss accounts are properly drawn up in accordance with the provisions of the Companies Act, 1961 of New South Wales and so as to give a true and fair view of the state of affairs of the company at 30th June, 1980 and of its results for the year then ended and of the other matters required by section 162 of that Act to be dealt with in the accounts.

- b) the accounting and other records and registers required by the said Act to be kept by the company have been properly kept in accordance with the provisions of the Act.

[REDACTED]
NANN JUDD & CO.
Chartered Accountants

[REDACTED]
J.R. BIDDLE - A Partner

Registered under the Public Accountants' Registration Act, 1945, as amended.

15th December, 1980.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of March 19 81.

8847

[REDACTED]
Commissioner
under delegation from the Commission

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Date of the Annual Return

The present Christian or other name or names or surname*	Any former Christian or other name or names or surname	Usual address;	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors MAURICE MATTINGLEY, ALBERT	-		Engineer, NONE
TAPLIN, FRANCIS CYRIL EATON	-		Engineer, NONE
Manager (if any)			
Secretaries TAPLIN FRANCIS C.E.		AS ABOVE	AS ABOVE
Auditors for current financial year and address	MANN JUDD AND CO., 1 Alfred St., SYDNEY COVE		

*"Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.

*In the case of a corporation its corporate name and registered or principal office should be shown.

*In the case of directors the address given must be the usual residential address. See section 134 (2) (4).

PART E

Copy of Last Accounts of the Company

Except in the case of —

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of D.S. THOMAS & PARTNERS PTY. Limited for the year ended 30th June, 1980 that:

- the company *has ~~been~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have ~~been~~ been duly audited in accordance with this Act;
- I *have ~~not~~ referred in my report to any defect or irregularity in the accounts. **A copy is attached.**

*Particulars of any defect or irregularity referred to in the report should be attached.

Signature: 

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) or section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has ~~not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has ~~not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has ~~not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have ~~not~~ been properly prepared by a competent person.

Director

Director

*Strike out whichever is inapplicable

†In the event of this certificate being qualified in any way, particulars should be attached

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of March 19 81.

8847

Commissioner
under delegation from the Commission

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company) —

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
(b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
(c) the number of shares sold in each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return — being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that —

- (a) the company has more than five hundred members;
(b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____

Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

1/ We after having made due enquiries certify —

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with, and
(b) having made an inspection of the share register that transfers have¹ been registered since the date of the last annual return¹ the incorporation of the company.
(c) that the company has not since the date of the last annual return issued³ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
(d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.
(e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
(f) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.
(g) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.

Signature: _____

Director⁴

Signature: _____

Secretary

- (1) Strike out whichever is inapplicable.
(2) Strike out this paragraph if the company is not a Proprietary company.
(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
(5) Strike out except in the case of an exempt proprietary company.
(6) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
(7) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____

(State whether Director, Manager or Secretary.)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh day of March 19 81.

8847

Commissioner
under delegation from the Commission

JACKET C
COMPLETED

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

LODGED with the Corporate
Affairs Commission on

31 MAR 1982

COMMISSIONER

516013

CODE ABCG

Form A

**Annual Return
of a Company having a Share Capital**Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castle Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

Reg. No.	1	8	2	7	8	-	3	1	PART A
Annual Return of	D. S. THOMAS & PARTNERS PTY.								Limited
made up to the	3rd								day of February, 19 82
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 82									
1. The accounts of the company were laid before the Annual General Meeting of the company held on 3rd February, 19 82									
being— • the date of this return. • the date of the Annual General Meeting last held before the date of this return. *Strike out whichever is inapplicable.									
2. The address of the registered office of the company is: 46-48 Nicholson Street, ST. LEONARDS. N.S.W. 2065									
3. The name of the company is reserved in the participating States of: NA									
4. The address of the principal office of the company (if any) in each participating State is: NA									
5. The address of the place at which the register of members is kept if other than the registered office is: NA									
6. The business names under which the company carries on business are: NA									

Please complete:

Lodged by: MANN JUDD & CO.,
1 Alfred Street, Sydney, 2000

Phone: 277551

Date forwarded:

Fee paid
(For assessment see across re fee)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period —
Exempt Proprietary Company \$ 50
Non-exempt Proprietary Company \$ 75
Public Company \$200
With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twentieth day of May 19 82.

10557

Commissioner
under delegation from the Commission

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL		\$ 100,000	divided into	5,000 ord. "A"	shares of	\$ 1.00	each
8. Total number of shares taken up to the 3rd day of Feb 1982 (being the date of the return or other authorized date)		300 ord. "B" 2,502 ord. "A" shares of \$ 1.00 each					
TOTAL ISSUED CAPITAL (Nominal Value)		\$ 2,802					
9. Number of shares issued:							
(a) Subject to payment wholly in cash		2802					
(b) As fully paid up otherwise than in cash							
(c) As partly paid up to the extent of _____ per share otherwise than in cash		2802					
TOTAL of items 9(a), (b) and (c) — (this should agree with total in item 8)							
10. Number of shares (if any) of each class issued at a discount							
11. Total amount of discount on the issue of shares which has not been written off at the date of this return		\$					
12. (a) There has been called up on each of _____ shares		\$ 1.00					
(b) There has been called up on each of _____ shares		\$					
(c) There has been called up on each of _____ shares		\$					
13. Total amount:							
(a) Of calls received including payments on application and allotment		\$ 2,802					
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash		shares \$					
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of _____ per share otherwise than in cash		shares \$					
TOTAL of items 13 (a), (b) and (c)		\$ 2,802					
14. Total amount of calls unpaid		\$					
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return		\$					
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return		\$					
17. Total number of shares forfeited							
18. Total amount paid (if any) on shares forfeited		\$					
19. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company		\$					
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:							
Registered number		Date of registration		Amount of indebtedness at the date of this return			
		N/A					
(1) Where there are shares of different kinds or amounts (e.g. Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial. (2) If the shares are of different kinds, state them separately. (3) Where various amounts have been called up on there are shares of different kinds, state them separately. (4) Include what has been received on forfeited as well as on existing shares. (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.							

PART C

LIST OF PERSONS holding shares in D. S. THOMAS & PARTNERS PTY. LIMITED on the 3rd day of February 1982 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this list are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this list.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	*Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	THOMAS	Donald S.		834 ord "A"
2	TAPLIN	Francis C. E.		100 ord. "B"
3	MATTINGLEY	Maurice A.		834 ord. "A"
				100 ord. "B"
				834 ord. "A"
				100 ord. "B"

(If space insufficient, use Continuation Sheets and Initials)

*The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

†When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this _____ day of _____ 19 82.

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under delegation from the Commission

"I hereby certify this to be a true copy of all accounts and group accounts (if any) laid before the company at the Annual General Meeting with a copy of every document required by law to be attached or annexed thereto."

Secretary/Manager/Director

D. S. THOMAS AND PARTNERS PTY. LIMITED

DIRECTORS' REPORT

The directors submit herewith the accounts of the company for the year ended 30th June, 1981 and in accordance with section 161A of the Companies Act, report as follows:

TRADING RESULTS

During the year the company earned an operating profit of \$22,398, after deducting an extraordinary loss of \$200. No provision for income tax was required.

The company ceased to trade in February, 1979 and during the year its only operations were the completion of contractual obligations entered into prior to that date.

DIVIDENDS

The directors do not recommend the payment of a dividend.

No dividend has been paid or declared since the end of the previous financial year.

DEBTS RECEIVABLE

The directors, before the profit and loss account and balance sheet were made out, took reasonable steps to ensure that no action was required to be taken in relation to the writing off of bad debts and the making of provisions for doubtful debts, and to cause all known bad debts to be written off and adequate provision to be made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would render the amount written off for bad debts or the amount of provision for doubtful debts adequate to any substantial extent.

CURRENT ASSETS

At the date of this report the directors are not aware of any circumstances which would render the values attributed to current assets in the accounts misleading.

CONTINGENT LIABILITIES

At the date of this report:

- (a) no charge exists on the assets of the company which has arisen since the end of the financial year and secures the liabilities of any other person.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twentieth day of May 19 82.

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under delegation from the Commission

(b) no contingent liability exists which has arisen since the end of the financial year.

No contingent or other liability has become enforceable which, in the opinion of the directors, will or may affect the ability of the company to meet its obligations when they fall due. Except for the possible enforcement of the claims and possible penalties mentioned in Note 4 of the accounts and the assessment of income tax which has been provided for in the accounts, no contingent or other liability is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the company to meet its obligations when they fall due.

ITEMS OF AN UNUSUAL NATURE

(a) Apart from the effect of the recovery of bad debts previously written off the results of the company's operations during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

(b) No item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the company for the next succeeding financial year, has arisen in the interval between the end of the financial year and the date of this report.

CONTRACTS WITH DIRECTORS

Since the end of the previous financial year no director has received or become entitled to receive a benefit by reason of a contract made by the company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

This report is made in accordance with a resolution of the board of Directors.

M. A. MATTINGLEY - Director

F. C. E. TAPLIN - Director

20th January, 1982.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twentieth day of May 19 82.

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under delegation from the Commission

DISCLAIMER

We have prepared the accompanying accounts of D. S. Thomas and Partners Pty. Limited being the balance sheet at 30th June, 1981 and the related profit and loss account for the year then ended, from the books and records of D. S. Thomas and Partners Pty. Limited and from other information provided by the officers of that company and at the request of and exclusively for the use and benefit of D. S. Thomas and Partners Pty. Limited and its directors. Under the terms of our engagement we have not audited the accounting records of D. S. Thomas and Partners Pty. Limited or these accounts.

Accordingly, we express no opinion on whether the accounts present a true and fair view of the state of affairs of the company at 30th June, 1981 and of the results of its operations for the year then ended and no warranty of accuracy or reliability is given. Neither the firm nor any member or employee of the firm undertakes responsibility in any way whatsoever to any person (other than D. S. Thomas and Partners Pty. Limited) in respect of the accounts including any errors or omissions therein however caused.

MANN JUDD & CO.,

Chartered Accountants,
20th January, 1982.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twentieth day of May 19 82.

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Commissioner
under delegation from the Commission

STATEMENT BY DIRECTORS

In the opinion of the directors of D. S. Thomas and Partners Pty. Limited, the accompanying balance sheet is drawn up so as to give a true and fair view of the state of affairs of the company as at 30th June, 1981 and the accompanying profit and loss account is drawn up so as to give a true and fair view of the profit of the company for the year ended 30th June, 1981.

Signed in accordance with a resolution of the directors,

M. A. MATTINGLEY - Director

F. C. E. TAPLIN - Director

20th January, 1982.

STATEMENT BY PRINCIPAL ACCOUNTING OFFICER

I, Francis Cyril Eaton Taplin, as officer in charge of the preparation of the accompanying accounts of D. S. Thomas and Partners Pty. Limited for the year ended 30th June, 1981 state that to the best of my knowledge and belief such accounts give a true and fair view of the matters required by section 162 of the Companies Act, 1961 of the state of New South Wales to be dealt with therein.

F. C. E. TAPLIN - Principal Accounting Officer

20th January, 1982.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twentieth day of May 19 82.

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D.S. THOMAS & PARTNERS PTY. LIMITED

BALANCE SHEET AT 30TH JUNE, 1981

		1980		1980
AUTHORISED CAPITAL	(Note 1)	\$100,000	\$100,000	
ISSUED CAPITAL	(Note 2)	2,802	2,802	
ACCUMULATED LOSSES		(351,968)	(374,366)	
<u>Deficiency of share capital</u>		(349,166)	(371,564)	
CURRENT LIABILITIES				
Trade creditors & accrued charges		28,615	31,183	
Unsecured loans		95,638	95,638	
Provision for income tax		267,574	267,574	
		391,831	394,395	
<u>Total funds</u>		<u>\$ 42,665</u>	<u>\$ 22,831</u>	
CURRENT ASSETS				
Cash at bank and on hand			21,978	1,900
Trade debtors, after providing Nil (1980 \$8,000) for doubtful debts			2,139	2,383
Other amounts receivable	(Note 3)		-	-
Loans to directors			113	113
			<u>24,230</u>	<u>4,396</u>
OTHER ASSETS				
Moneys held by a third party pending settlement of a legal dispute			(Note 4a) 18,435	18,435
<u>Total assets</u>			<u>\$ 42,665</u>	<u>\$22,831</u>

The accompanying notes form part of these accounts.

This balance sheet is to be read in conjunction with the disclaimer of Mann Judd & Co., dated 20th January, 1982.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twentieth day of May 19 82.

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Commissioner
under delegation from the Commission

UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30TH JUNE, 1981

	1980
Operating profit (loss) before income tax	(Note 5) 22,598 (15,557)
Income tax expense (benefit)	(Note 7) - (1,575)
<u>Operating profit (loss)</u>	<u>22,598 (13,982)</u>
Extraordinary item	(Note 8) (200) 40,260
<u>Operating profit and extraordinary item</u>	<u>22,398 26,278</u>
Accumulated losses brought forward	(374,366) (400,644)
<u>Accumulated losses</u>	<u>\$(351,968) \$(374,366)</u>

The accompanying notes form part of these accounts.

This profit and loss account is to be read in conjunction with the disclaimer of Mann Judd & Co., dated 20th January, 1982.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twentieth day of May 19 82.

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Commissioner
 under delegation from the Commission

UNAUDITED

D. S. THOMAS AND PARTNERS PTY. LIMITED
NOTES TO AND FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 30TH JUNE, 1981

1. AUTHORIZED CAPITAL

		1980	
5,000 "A" class ordinary shares of \$1 each	5,000	5,000	
95,000 "B" class ordinary share of \$1 each	95,000	95,000	
	<u>\$100,000</u>	<u>\$100,000</u>	

"A" class shares entitle the holder to be a director of the company and to one vote at all general meetings of members of the company, and the right of winding up to repayment of capital pari passu with the "B" shares. The holders of the "A" shares shall not be entitled to receive any dividend or to participate in any distribution of surplus assets upon winding up.

"B" class shares entitle the holder to receive dividends and to participate in any distribution of surplus assets upon winding up, but do not entitle the holder to be a Director or to exercise any voting rights at any meetings of the members of the company.

2. ISSUED CAPITAL

2,502 "A" class ordinary shares of \$1 each	2,502	2,502	
300 "B" class ordinary shares of \$1 each	300	300	
	<u>\$ 2,802</u>	<u>\$ 2,802</u>	

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DATED this twentieth day of May 19 82.

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Commissioner
under delegation from the Commission

UNAUDITED

D. S. THOMAS AND PARTNERS PTY. LIMITED
NOTES TO AND FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 30TH JUNE, 1981

	1980	
3. OTHER AMOUNTS RECEIVABLE		
Amount due from a company controlled by a former director		
- Rocspa Pty. Limited	6,543	6,543
- Acoustic & Environmental Pty.Ltd	14,922	14,922
	21,465	21,465
Less: provision for non-recovery	21,465	21,465
	-	-
Amounts due from a former director		
- D. S. Thomas	28,247	28,247
Less: provision for non-recovery	28,247	28,247
	-	-
	\$ -	\$ -

4. CONTINGENT LIABILITIES

At 30th June, 1981 the company had contingent liabilities in respect of:

- A proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1973 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of escalation of fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in the accounts for the year ended 30th June, 1981, as the company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.
- Penalties for late lodgement of the company's income tax return for the years 1976 to 1979. The company is liable at the discretion of the Commissioner of Taxation for penalties at the rate of 10% per annum on the tax payable for the period that tax payable in respect of those years remains outstanding. The estimated liability of the company is \$61,000 (1980 \$61,000).
- A professional negligence claim, which has been denied by the Directors. The company's liability is limited to \$25,000 being the excess on the professional indemnity policy, providing the claim is less than \$500,000. The directors do not expect the amount payable, if any, in respect of this claim to exceed that amount.

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DATED this twentieth day of May 19 82.

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D. S. THOMAS AND PARTNERS PTY. LIMITED
NOTES TO AND FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 30TH JUNE, 1981

		1980	
5. OPERATING PROFIT BEFORE INCOME TAX			
Operating profit before income tax has been determined after -			
a) Crediting as revenue:			
Provision for doubtful debts written back	\$ 8,000	\$ -	
Bad debts recovered	18,533	105	
	<u> </u>	<u> </u>	
b) Charging as expense:			
Auditors' remuneration (Note 6)	\$ 175	\$ 1,270	
Penalties and fines	-	260	
Provision for doubtful debts	-	8,000	
	<u> </u>	<u> </u>	
c) Including as abnormal charges the following item:			
Bad debts written off - trade	\$ 8,594	\$ -	
	<u> </u>	<u> </u>	
6. AUDITORS' REMUNERATION			
Received or due and receivable by the auditors for their services to the company in respect of -			
Overprovision in previous year	(1,175)	-	
Auditing the company's accounts-current year	700	750	
Other services - current year	300	520	
	<u>\$ (175)</u>	<u>\$ 1,270</u>	
No other benefits were received by the auditors.			
7. INCOME TAX BENEFIT			
Refund of tax overpaid in a previous year.	-	1,575	
	<u>\$ -</u>	<u>\$ 1,575</u>	
No income tax is payable on the current year's income because of prior years losses recoupable for tax purposes.			

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twentieth day of May 19 82.

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under delegation from the Commission

UNAUDITED

D. S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 30TH JUNE, 1981

8. EXTRAORDINARY ITEMS

	1980
Amounts owing to directors for salary arrears and severance pay, now forgiven	35,895
Provision for non-recovery of a loan to a company formerly controlled by a director and now in liquidation written back upon recovery	4,365
Shares in a non-listed company written off	200
	\$ 200
	\$40,260

These notes are to be read in conjunction with the disclaimer of Mann Judd & Co., dated 20th January, 1982.

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DATED this twentieth day of May 19 82.

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under delegation from the Commission

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Date of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors MATTINGLEY, Maurice Albert TAPLIN, Francis Cyril Eaton			Engineer - None Engineer - None
Manager (if any)			
Secretaries TAPLIN, Francis C.E.		as above	as above
Auditors for current financial year and address			

*"Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.

†In the case of a corporation its corporate name and registered or principal office should be shown.

‡In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of —

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of _____ Limited for the year ended _____ that:

- the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/have not been duly audited in accordance with this Act;
- I *have/have not referred in my report to any defect or irregularity in the accounts.

*Particulars of any defect or irregularity referred to in the report should be attached.

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

*Strike out whichever is inapplicable.

†In the event of this certificate being qualified in any way, particulars should

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DATED this twentieth day of May 19 82.

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Commissioner
under delegation from the Commission

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company) —

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
 (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return — being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that —

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify —

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) having made an inspection of the share register that transfers ^{have} ~~have not~~ been registered since the date of the last annual return¹ the incorporation of the company.
 (c) that the company has not since the date of the last annual return issued¹ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
 (d) ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
 (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
 (f) ~~that at the Annual General Meeting held on _____ 19_____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~
 (g) that at the Annual General Meeting held on 3rd February 1982, the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.

Signature: _____ Director²

Signature: _____ Secretary

(1) Strike out whichever is inapplicable.

(2) Strike out this paragraph if the company is not a Proprietary company.

(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".

(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.

(5) Strike out except in the case of an exempt proprietary company.

(6) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.

(7) Strike out this paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.

(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____
 (State whether Director, Manager or Secretary.)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this _____ day of _____ 19 82.

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Commissioner
 under delegation from the Commission



Corporate Affairs Commission



The Secretary,
D.S. Thomas & Partners Pty. Limited,
46 Nicholson Street,
ST. LEONARDS,
N.S.W., 2073.

175 Castlereagh Street
Sydney

Address all mail to:
G.P.O. Box 7018
Sydney 2001
Australia

Telex: CASYD 26504

Registration Number:

28 JAN 1983 5 9 3

148278 - 31

Our reference:

C4/J8J/jem

Your reference:

Direct Line: 268 5882

Extension: 200 0036

882

14th January, 1983

Dear Sir,

D.S. THOMAS & PARTNERS PTY. LIMITED

Your application for an extension of time to hold the above company's annual general meeting has been approved under section 240(5) of the Companies (New South Wales) Code to a date not later than that specified below.

The Code specifies that the application must be made in accordance with a resolution of the directors and signed by a director or secretary. It is a condition of this extension that notification of compliance with this requirement be forwarded to the Commission.

The prescribed application fee is \$15.00. Please forward the balance of \$5.00 to the Commission as soon as possible. An extra fee notice is enclosed.

Du/ Date:

28th February, 1983

Yours faithfully,

C/L 53
28 2 83

J.S. JEFFERSON
For Corporate Affairs Commission
(Delegate of the National Companies and Securities Commission)

EOT.AD

IN REPLY PLEASE QUOTE REGISTRATION NUMBER AND REFERENCE SHOWN ABOVE
DELEGATE OF THE NATIONAL COMPANIES AND SECURITIES COMMISSION

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this 29th day of March 1983

11811

under delegation from the Commission

Companies Form 66

19-12-84

\$ 9503

Sub-section 263(1)

Code A B C G Q

ANNUAL RETURN OF A COMPANY HAVING SHARE CAPITAL

056300

Jacket C

Doc. No

1. Company name D. S. THOMAS & PARTNERS PTY. Limited.

2. Company Reg No. 1481278-212

THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

3.1 *The annual general meeting of the company held, or deemed to be held in accordance with section 250, in respect of the calendar year 19. 84. was *held/*deemed to be held on 20th November, 19. 84.

3.2 *No annual general meeting was held before 19. being the last day within the period required by section 240 in respect of the calendar year 19.

3.3 *An extension of time to hold the annual general meeting to the day of 19. was granted by the Commission. *Strike out if inapplicable

4. The previous annual general meeting was held on 14th December, 1983.

PARTICULARS RELATING TO COMPANY

5. The address of the registered office of the company is *cf. Mann Nudd & Co* WATTAGAN OAKLEY CREEK ROAD, HALL N.S.W.

6. The name of the company is registered under the laws in force in the following participating States or participating Territories:

7. The addresses of the principal offices of the company (if any) in the respective participating States or participating Territories are:

8. The address of the place at which the register of members is kept, if other than at the registered office, is:

9. The business names (if any) under which the company carries on business are:

10. The nature of the principal business carried on by the company is INVESTMENTS

11. Lodged by MANN NUDD

Address 1 ALFRED STREET SYDNEY. N.S.W. 2000

Phone No 27 7551

OFFICE USE ONLY

FEE \$

CODE DATE YEAR

TOTAL NSW FEE

ACT QLD SA TAS VIC WA

TOTAL \$

OFFICE USE ONLY

Lodged with the Commission 20 DEC 1984 AT SYDNEY

D. BROWNE AUTHORIZED OFFICER

14130

12. From 1ST JULY 83 30TH JUNE 19 84

12.1

3. The accounts of the company* were laid/*were-not-laid before the annual general meeting referred to above
* The accounts laid before that annual general meeting* were adopted/*were-not-adopted by the meeting (1)

*Strike out if inapplicable

(1) If the accounts adopted were not the accounts sent out before the meeting, supply details

A copy of the Accounts for the last financial year must be attached unless exempt — see note opposite.

PARTICULARS OF INDEBTEDNESS

13.

*Particulars of the indebtedness of the company in respect of all charges required to be registered under Companies (New South Wales) Code or a corresponding previous law are as follows		
Registered number	Date of registration	Amount of indebtedness
		Total \$.....
*Particulars of charges not required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows		
		Total \$.....
		Total amount of indebtedness \$.....

*Strike out if inapplicable

SUMMARY OF SHARE CAPITAL

14. Nominal share capital \$ 100,000

divided into (1) 5,000 ord. "A" shares of \$1.00 each
95,000 ord. "B" shares of \$1.00 each

Total number of shares taken up (1)

20th November, 1984

Number of shares issued subject to payment wholly in cash.....

Number of shares issued as fully paid up otherwise than in cash.....

Number of shares issued as partly paid up to the extent of..... per share otherwise than in cash

(2) Number of shares (if any) of each class issued at discount.....

Total amount of discount on the issue of shares that has not been written off at the date of this return \$.....

(1) There has been called up on each of

2,502 ord. "A"

shares \$ 1.00

(1) There has been called up on each of

300 ord. "B"

shares \$ 1.00

(1) There has been called up on each of

shares \$.....

(1) Total amount of calls received including payments on application and allotment

\$ 2,802

Total amount (if any) agreed to be considered as paid on

shares that have been issued as fully paid up otherwise than in cash

\$.....

Total amount (if any) agreed to be considered as paid on

shares that have been issued as partly paid up to the extent of per share otherwise than in cash

\$.....

Total amount of calls unpaid.....

\$.....

Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return

\$.....

Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return

\$.....

Total number of shares forfeited.....

\$.....

Total amount paid (if any) on shares forfeited.....

\$.....

LIST OF MEMBERS

15. Persons holding shares in the company and the number of the shares held by them respectively are as follows

Full names and addresses

(1) (2) Number of shares held by existing members

SEE ATTACHED ANNEXURE

ANNEXURE TO ANNUAL RETURN

D.S. THOMAS & PARTNERS PTY. LIMITED

15. LIST OF MEMBERS

THOMAS, Donald Sanderson

TAPLIN, Francis Cyril
Eaton

MATTINGLEY, Maurie Albert

834 ord. "A"
100 ord. "B"

834 ord. "A"
100 ord. "B"

834 ord. "A"
100 ord. "B"

2,802

DIRECTORS' REPORT

DIRECTORS

F.C.E. Taplin
M.A. Mattingley

The principal activities of the company in the course of the financial year were finalising matters left outstanding after the cessation of business activities on 16th February, 1979.

During the financial year the company did not trade. No provision for income tax was required.

The directors do not recommend the payment of a dividend.

No dividends have been paid or declared since the end of the previous financial year.

The directors, before the profit and loss account and balance sheet were made out, took reasonable steps to ensure that no action was required to be taken in relation to the writing off of bad debts, and the making of provision for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would alter their opinion that there were no bad debts at 30th June, 1984, and that provision for doubtful debts was not required.

The directors, before the profit and loss account and balance sheet were made out, took reasonable steps to ascertain whether the current assets (other than debts receivable) were unlikely to realise in the ordinary course of business their value as shown in the accounting records of the company.

"I hereby certify this to be a true
copy of all records in the
archives of the
county of the
with a copy of every
by law to be attached or annexed
thereto.

1 to 10 referred to in the annual return
of a company Having Share Capital
signed by me and dated 20 November 1988

natures

17 2

It was considered unnecessary for any of those assets to be written down in value or for a provision to be made for any difference between the value shown and expected realisable value.

At the date of this report the directors are not aware of any circumstances which would render the values attributed to current assets in the accounts misleading.

CONTINGENT LIABILITIES

At the date of this report:

- (a) no charge exists on the assets of the company which has arisen since the end of the financial year and secures the liabilities of any other person.
- (b) no contingent liability exists which has arisen since the end of the financial year.

No contingent or other liability has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the company to meet its obligations when they fall due.

ITEMS OF AN UNUSUAL NATURE

- (a) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in the report or accounts which would render any amount stated in the accounts misleading.
- (b) The results of the company's operations during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.
- (c) No item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the company for the next succeeding financial year, has arisen in the interval between the end of the financial year and the date of this report.

CONTRACTS WITH DIRECTORS

Since the end of the previous financial year no director has received or become entitled to receive a benefit by reason of a contract made by the company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

14130

- Director

- Director

31st October, 1984.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 26th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 hereby certifies pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 5.2.80 FILM NUMBER 1

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STATEMENT BY DIRECTORS

In the opinion of the directors of D.S. Thomas and Partners Pty. Limited,

- (a) the accompanying balance sheet is drawn up so as to give a true and fair view of the state of affairs of the company 30th June, 1984,
- (b) the accompanying profit and loss account is drawn up so as to give a true and fair view of the result of the company for the year ended 30th June, 1984, and,
- (c) there are reasonable grounds to believe that the company will be able to pay its debts as and when they fall due.

Signed in accordance with a resolution of the Directors,

F.C.E. TAPLIN

- Director

M.A. MATTINGLEY

- Director

31st October, 1984.

DISCLAIMER

We have prepared the accompanying accounts of D.S. Thomas and Partners Pty. Limited, being the balance sheet at 30th June, 1984 and the related profit and loss account for the year then ended, from the books and records of D.S. Thomas and Partners Pty. Limited and from other information provided by the officers of that company and at the request of and exclusively for the use and benefit of D.S. Thomas and Partners Pty. Limited and its directors. Under the terms of our engagement we have not audited the accounting records of D.S. Thomas and Partners Pty. Limited or these accounts.

Accordingly, we express no opinion on whether the accounts present a true and fair view of the state of affairs of the company at 30th June, 1984 and of the results of its operations for the year then ended and no warranty of accuracy or reliability is given. Neither the firm nor any member or employee of the firm undertakes responsibility in any way whatsoever to any person (other than D.S. Thomas and Partners Pty. Limited) in respect of the accounts, including any errors or omissions therein however caused.

MANN JUDD

Chartered Accountants

31st October, 1984.

D.S. THOMAS & PARTNERS PTY. LIMITED

UNAUDITED

BALANCE SHEET AT 30TH JUNE, 1984

	Note	1984	1983		Note	1984	1983
AUTHORISED CAPITAL	1	\$ 100,000 =====	\$ 100,000 =====	CURRENT ASSETS			
				Cash at bank and on hand		2,998	21,978
ISSUED CAPITAL	2	\$ 2,802	\$ 2,802	Other amounts receivable	3	-	-
				Loans to directors		113	113
ACCUMULATED LOSSES		(350,968)	(350,968)			-----	-----
						3,111	22,091
<u>Deficiency of share capital</u>		(348,166)	(348,166)	OTHER ASSETS			
CURRENT LIABILITIES				Moneys held by a third party			
Trade creditors & accrued charges		6,500	25,480	pending settlement of a legal			
Unsecured loans		95,638	95,638	dispute	4a	18,435	18,435
Provision for income tax		267,574	267,574				
		-----	-----				
		369,712	388,692				
		-----	-----				
<u>Total funds</u>		\$ 21,546	\$ 40,526	<u>Total assets</u>		\$ 21,546	\$ 40,526
		=====	=====			=====	=====

The accompanying notes form part of these accounts.

This balance sheet is to be read in conjunction with the disclaimer of Mann Judd dated 31st October, 1984.

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UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30TH JUNE, 1984

	<u>Note</u>	<u>1984</u>	<u>1983</u>
Operating profit before income tax		-	-
Income tax	6	-	-
		-----	-----
<u>Operating profit</u>		-	-
Accumulated losses brought forward		(350,968)	(350,968)
		-----	-----
<u>Accumulated losses</u>		\$(350,968)	\$(350,968)
		=====	=====

The accompanying notes form part of these accounts.

This profit and loss account is to be read in conjunction with the disclaimer of Mann Judd, dated 31st October, 1984.

UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1984

	<u>1984</u>	<u>1983</u>
1. AUTHORIZED CAPITAL		
5,000 "A" class ordinary shares of \$1 each	5,000	5,000
95,000 "B" class ordinary shares of \$1 each	95,000	95,000
	-----	-----
	\$100,000	\$100,000
	=====	=====

"A" class shares entitle the holder to be a director of the company and to one vote at all general meetings of members of the company, and the right of winding up to repayment of capital pari passu with the "B" shares. The holders of the "A" shares shall not be entitled to receive any dividend or to participate in any distribution of surplus assets upon winding up.

"B" class shares entitle the holder to receive dividends and to participate in any distribution of surplus assets upon winding up, but do not entitle the holder to be a Director or to exercise any voting rights at any meetings of the members of the company.

2. ISSUED CAPITAL

2,502 "A" class ordinary shares of \$1 each	2,502	2,502
300 "B" class ordinary shares of \$1 each	300	300
	-----	-----
	\$ 2,802	\$ 2,802
	=====	=====

These notes are to be read in conjunction with the disclaimer of Mann Judd, dated 31st October, 1984.

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UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED
NOTES TO AND FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 30TH JUNE, 1984

	<u>1984</u>	<u>1983</u>
3. OTHER AMOUNTS RECEIVABLE		
Amount due from a company controlled by a former director		
- Rocspa Pty. Limited	6,543	6,543
- Acoustic & Environmental Pty. Ltd.	14,922	14,922
	-----	-----
	21,465	21,465
Less: provision for non-recovery	21,465	21,465
	-----	-----
	-	-
Amounts due from a former director		
- D.S. Thomas	28,247	28,247
Less: provision for non-recovery	28,247	28,247
	-----	-----
	-	-
	-----	-----
	\$ -	\$ -
	=====	=====

4. CONTINGENT LIABILITIES

At 30th June, 1984 the company had contingent liabilities in respect of:

- (a) A proposed claim for fees received by the company and included in the company's income for the years ended 30th June, 1973 to 1976 inclusive, by the partners of a firm of consulting engineers in respect of escalation of fees received by the company on contracts assigned to the company under the terms of a purchase agreement. The company has not recognised the claim in the accounts for the year ended 30th June, 1984, as the company disputes the basis of the proposed claim and is unable to assess the possible value, if any, of the claim.

These notes are to be read in conjunction with the disclaimer of Mann Judd dated 31st October, 1984.

1710

UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1984

1984

1983

4. CONTINGENT LIABILITIES (contd)

- (b) Penalties for late lodgement of the company's income tax return for the years 1976 to 1979. The company is liable at the discretion of the Commissioner of Taxation for penalties at the rate of 10% per annum on the tax payable for the period that tax payable in respect of those years remains outstanding. The estimated liability of the company is \$61,000 (1982 \$61,000).
- (c) A professional negligence claim, which has been denied by the Directors. The company's liability is limited to \$25,000 being the excess on the professional indemnity policy, providing the claim is less than \$500,000. The directors do not expect the amount payable, if any, in respect of this claim to exceed that amount.

These notes are to be read in conjunction with the disclaimer of Mann Judd dated 31st October, 1984.

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967
JUDICIAL OFFICERS pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.
Chairman. Under delegation from the Commission. DATED 5285 14130
FILM NUMBER

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 26th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 5285 14130 FILM NUMBER

LIST OF DIRECTORS. &c.

Page 3 of 4

16. Particulars of the directors ⁽¹⁾, principal executive officer, secretaries and auditors of the company are as follows:

The present Christian or given name or names and surnames	Any former Christian or given name or names or surnames	Usual address ⁽¹⁾ ⁽²⁾	Other business occupations and, in the case of directors, particulars of other directorships ⁽²⁾
Directors ⁽¹⁾			
MATTINGLEY, Maurice Albert			Engineer Consultant - nil
TAPLIN, Francis Cyril Eaton			Engineer Consultant - nil
Principal Executive Officer ⁽¹⁾ (if any)			
Secretaries ⁽¹⁾			
TAPLIN, Francis Cyril Eaton		as above	as above
Auditors for current financial year ⁽¹⁾			

17. PARTICULARS AS TO FORFEITED SHARES IN NO LIABILITY COMPANIES

Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company)

- the date when each call made since the date of the last return, or (in the case of a first return) since incorporation, was payable:
- the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer:
- the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation:
- the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation:
and
- the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received

18. DECLARATION AS TO INFORMATION

I certify that the information contained in this Annual Return is true to the best of my knowledge and belief.

Dated this 28th day of August 1984

Signature of *Director/*Secretary/*Principal Executive Officer

Name of Signatory IN BLOCK LETTERS

F.C.E. TAPLIN

*Strike out if inapplicable

CERTIFICATES

19. A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

*We certify—

- that the provisions of the law relating to unclaimed moneys have been complied with;
 - having made an inspection of the share register, that transfers *have* have not been registered since the date of *the last annual return⁽¹⁾; *the incorporation of the company;
- (2) (c) that the company has not, since the date of *the last annual return⁽¹⁾; *the incorporation of the company, issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call.

(*) ~~that the effect of members in the company above so remaining joint holders of shares as one person wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;~~

- (*) (e) that to the best of our knowledge and belief the company was during the period to which the return relates—
(i) ~~an unlimited exempt proprietary company; or~~
(ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
(*) (f) that at the annual general meeting held on the _____ day of _____ 19____ the company in pursuance of section 278 did not appoint an auditor
(*) (g) that at the annual general meeting held on the 20th day of November, 1984 the company in pursuance of section 279 did not appoint an auditor.

Dated this _____ day of November, 19____

Name of Signatory M.A. Mattingley
in Block Letters
Name of Signatory F.C.E. Taplin
in Block Letters

~~Signature of Secretary~~
~~*Strike out which ever is inapplicable~~

20 B. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264 (1), I state in relation to

- (a) the company ~~*HAS~~ ~~*HAS NOT~~ in my opinion kept proper accounting records and other books during the period covered by those accounts.
(b) the accounts ~~*HAVE~~ ~~*HAVE NOT~~ been audited.
(c) my report ~~*WAS NOT MADE SUBJECT TO ANY QUALIFICATION~~ ~~*WAS MADE SUBJECT TO A QUALIFICATION AND PARTICULARS OF THAT QUALIFICATION ARE ANNEXED; and~~
(d) in my reports ~~*DID NOT MAKE ANY COMMENT UNDER SUB-SECTION 285(4)~~ ~~*MADE COMMENT(S) UNDER SUB-SECTION 285(4) AND PARTICULARS OF THE COMMENT(S) ARE ANNEXED~~

Signature of Auditor _____ Name of Signatory _____
in Block Letters

~~*Strike out which ever is inapplicable~~

21. C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES REFERRED TO IN SUB-SECTIONS 279 (1) AND (2) ARE NOT AUDITED

For the purposes of sub-section 279 (5) we certify, in relation to

_____ D.S. Thomas & Partners Pty. _____ Limited,
in respect of the financial year to which the return relates, that—

- (a) the company ~~*HAS~~ ~~*HAS NOT~~ kept such accounting records as to correctly record and explain the transactions and financial position of company.
(b) the company ~~*HAS~~ ~~*HAS NOT~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time.
(c) the company ~~*HAS~~ ~~*HAS NOT~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies (New South Wales) Code; and
(d) the accounts and group accounts (if any) ~~*HAVE~~ ~~*HAVE NOT~~ been properly prepared by a competent person

F.C.E. Taplin

M.A. Mattingley

Name of Signatories IN BLOCK LETTERS

~~(*) Signatures~~

~~*Strike out which ever is inapplicable~~

22 D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS

For the purposes of sub-section 265 (1), I certify that

- (a) the company has more than 500 members;
(b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W.; and
(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred
and that accordingly the company is of a kind to which that sub-section applies

Dated this _____ day of _____ 19____

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 66

Sub-section 263(1)

ANNUAL RETURN OF A COMPANY HAVING SHARE CAPITAL

Jacket C

Doc. No. 127329

1. Company name D.S. THOMAS & PARTNERS PTY. Limited.
 Company
 2. Registration No. 1 4 8 2 7 8 - 3 9

THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

- 3.1 * The annual general meeting of the company held, or deemed to be held in accordance with section 250, in respect of the calendar year 1983 was held deemed to be held on 14th December 1983.
 3.2 * No annual general meeting was held before 1983 being the last day within the period required by section 240 in respect of the calendar year 1983.
 3.3 * An extension of time to hold the annual general meeting to the day of 1983 was granted by the Commission.
 * Strike out if inapplicable.

4. The previous annual general meeting was held on 21st January 1983

PARTICULARS RELATING TO COMPANY

5. The address of the registered office of the company is
 c/- Mann Judd & Co., Goldfields House, 1 Alfred Street, SYDNEY NSW.

6. The name of the company is registered under the laws in force in the following participating States or participating Territories:

7. The addresses of the principal offices of the company (if any) in the respective participating States or participating Territories are:

8. The address of the place at which the register of members is kept, if other than at the registered office, is:

9. The business names (if any) under which the company carries on business are:

10. The nature of the principal business carried on by the company is:

Investments

11. Lodged by MANN JUDD & CO
 Address : 1 ALFRED STREET
 SYDNEY N.S.W. 2000
 Phone No. : 27 7551

OFFICE USE ONLY

FEE
\$

(N.S.W.)

CODE

DATE

YEAR

TOTAL N.S.W. FEE

A.C.T.

Qld

S.A.

Tas

Vic

W.A.

OFFICE USE ONLY

Lodged with the Commission

ON

23 APR 1985

AT
SYDNEYD. BROWNE
AUTHORISED OFFICER

THE COMPANIES ACT 1967 (NSW) provides that a person declared by the Attorney General by notification published in the Government Gazette on the 20th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, may certify documents pursuant to the section that this transparency is made as a permanent record of a document in its custody or control. CHAIRMAN. Under delegation from the Commission. DATED 2-7-85. FILM NUMBER 14710.

12. From 1ST JULY 1982 to 30TH JUNE 1983
- 12.1

3. The accounts of the company* were laid/*were not laid before the annual general meeting referred to above.

* The accounts laid before that annual general meeting* were adopted/*were not adopted by the meeting.(1)

*Strike out if inapplicable

(1) If the accounts adopted were not the accounts sent out before the meeting, supply details.

A copy of the Accounts for the last financial year must be attached unless exempt — see note opposite.

PARTICULARS OF INDEBTEDNESS

13.

*Particulars of the indebtedness of the company in respect of all charges required to be registered under Companies (New South Wales) Code or a corresponding previous law are as follows:		
Registered number	Date of registration	Amount of indebtedness
		Total \$.....
*Particulars of charges not required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:		
		Total \$.....
		Total amount of indebtedness \$.....

*Strike out if inapplicable

SUMMARY OF SHARE CAPITAL

14.

Nominal share capital \$ 100,000	divided into (1)	5,000 ord. "A" shares of \$ 1.00 each 95,000 ord. "B" shares of \$ 1.00 each
Total number of shares taken up (1)		2,802
Number of shares issued subject to payment wholly in cash		2,802
Number of shares issued as fully paid up otherwise than in cash		-
Number of shares issued as partly paid up to the extent of share otherwise than in cash	per	-
(2) Number of shares (if any) of each class issued at discount		-
Total amount of discount on the issue of shares that has not been written off at the date of this return		\$ -
(1) There has been called up on each of 2,502 ord. "A"	shares	\$ 1.00
(1) There has been called up on each of 300 ord. "B"	shares	\$ 1.00
(1) There has been called up on each of	shares	\$ -
(1) Total amount of calls received including payments on application and allotment		\$ 2,802
Total amount (if any) agreed to be considered as paid on shares that have been issued as fully paid up otherwise than in cash		\$ -
Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash		\$ -
Total amount of calls unpaid		\$ -
Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return		\$ -
Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return		\$ -
Total number of shares forfeited		-
Total amount paid (if any) on shares forfeited		\$ -

LIST OF MEMBERS

15. Persons holding shares in the company and the number of the shares held by them respectively are as follows.

Full names and addresses	(1) (2) Number of shares held by existing members
--------------------------	---

SEE ATTACHED ANNEXURE

CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 26th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967.
 I hereby certify pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.
 Chairman. Under delegation from the Commission. DATED 2-7-85. FILM NUMBER 14710.

ANNEXURE TO ANNUAL RETURN

D.S. THOMAS & PARTNERS PTY. LIMITED

15. LIST OF MEMBERS

THOMAS, Donald Sanderson

834 ord. "A"
100 ord. "B"

TAPLIN, Francis Cyril
Eaton

834 ord. "A"
100 ord. "B"

MATTINGLEY, Maurie Albert

834 ord. "A"
100 ord. "B"

2,802

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 26th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Improductions) Act, 1967. Every certificate pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 2-7-85 FILM NUMBER 14710.

This is the Annexure ofpages marked
..... referred to in the ANNUAL RETURN
..... OF A COMPANY HAVING SHARE CAPITAL
signed by me and dated 14TH DECEMBER 1983

D.S. THOMAS AND PARTNERS PTY. LIMITED Signatures

DIRECTORS' REPORT

The directors submit herewith the accounts of the company for the year ended 30th June, 1983, and, in accordance with section 270 of the Companies (New South Wales) Code, report as follows:

DIRECTORS

The directors in office at the date of this report are:

F.C.E. Taplin
M.A. Mattingley

ACTIVITIES

The principal activities of the company in the course of the financial year were finalising matters left outstanding after the cessation of business activities on 16th February, 1979.

TRADING RESULTS

During the financial year the company did not trade. No provision for income tax was required.

DIVIDENDS

The directors do not recommend the payment of a dividend.

No dividends have been paid or declared since the end of the previous financial year.

DEBTS RECEIVABLE

The directors, before the profit and loss account and balance sheet were made out, took reasonable steps to ensure that no action was required to be taken in relation to the writing off of bad debts, and the making of provision for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would alter their opinion that there were no bad debts at 30th June, 1983, and that provision for doubtful debts was not required.

CURRENT ASSETS

The directors, before the profit and loss account and balance sheet were made out, took reasonable steps to ascertain whether the current assets (other than debts receivable) were unlikely to realise in the ordinary course of business their value as shown in the accounting records of the company.

"I hereby certify this to be a true
copy of all accounts and group
accounts (if any) laid before the
company at the Annual General Meeting
with a copy of every document required
by the Companies Act, 1967, to be
laid before the company."

Secretary/Manager/Director"

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 26th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967
the above document is pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.
Chairman. Under delegation from the Commission. DATED 2-7-85
FILM NUMBER 14710.

It was considered unnecessary for any of those assets to be written down in value or for a provision to be made for any difference between the value shown and expected realisable value.

At the date of this report the directors are not aware of any circumstances which would render the values attributed to current assets in the accounts misleading.

CONTINGENT LIABILITIES

At the date of this report:

- (a) no charge exists on the assets of the company which has arisen since the end of the financial year and secures the liabilities of any other person.
- (b) no contingent liability exists which has arisen since the end of the financial year.

No contingent or other liability has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the company to meet its obligations when they fall due.

ITEMS OF AN UNUSUAL NATURE

- (a) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in the report or accounts which would render any amount stated in the accounts misleading.
- (b) The results of the company's operations during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.
- (c) No item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the company for the next succeeding financial year, has arisen in the interval between the end of the financial year and the date of this report.

CONTRACTS WITH DIRECTORS

Since the end of the previous financial year no director has received or become entitled to receive a benefit by reason of a contract made by the company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

This report is made in accordance with a resolution of the board of directors.

F.C.E. TAPLIN

- Director

M.A. MATTINGLEY

- Director

30th November, 1983.