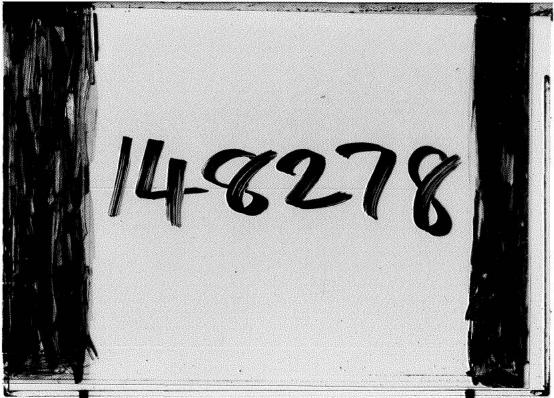
AFFAIRS COMMISSION Sydney, N.S.W. 2001 CORPORATE / G.P.O. Box 2626

DS THOMAS & PARTNERS PTY LTD.



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.

AUSTRALIAN CAPACIAN TOTAL TOTAL COMPANI S 0 30 2 3 1962 1971

.c. of Company c.F. 6035

Scution 103 (2.)

A 148278-31

CHARGE OF REGISTRATION OF CHARGE

THIS IS TO CERTIFY that a Deed of Equitable Charge dated the Twenty-ninth day of Movember, 1974, created by D.S. THOMAS & Proceedings PTY. LIVING In favour of AUSTRALIA & KEY MEALAND BARKING GROUP LIMITED to secure edvances 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 seel, at Camberra, this Sixth day of January, 1975.

Registrer of Companies.

483616 Phone No.: ege 2955

Date forwarded:

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

If receipt is required please tick []

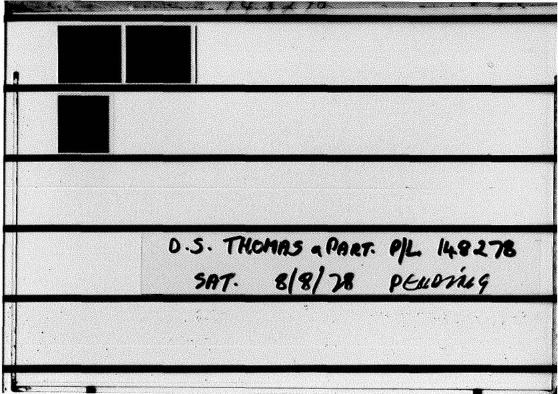
Fee paid:

If receipt is required please tick

Fee paid:

Eqt /ACH

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/.				COMPANION XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX		Res No. 168278 31
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0 4	8		was affixed her	reto in the presence of -		
COMPUTATION TO THE CHAIL	OFFICE USE ONLY				FORM 3	
ber ant	8			TATUTORY DECLARA	TION VERIFYIN	G MEMORANDUM
Septemb	FF		Francis	s Cyril Eaton Ta	aplin.	
of Se	0					Limited, and
day day		ated	a director of*	D.S. Thomas & P.	of	
28th		Memorandum of Satisfaction dated thereon, produced.	Semangal	Devi Raju		ders contained in the memorandum of
The CORPORATE AF		slact	company do sol	emnly and sincerely decla	are that the particu	alars contained in the memorandum of ainth day of
		Satu d.	satisfaction of reg	gistered charge dated the -	(se	ee date above **)
		o up		. 19	74 are true to the	e best of our knowledge, information and
-4-(6)		pro	belief.		- alantiquely believi	ing the same to be true and by virtue of
		mora con.	And we make the	of the Oath Jet 1900, in the	as amended.	
		We then	Declared at	Sydnor	he State	Difference
1		đ	of New	South Wales	. }	
			this	21st	day of	Secretary
				buner	19 78.)	
			Before me	:	1 Strike out whicheve	er is inapplicable. ge, e.g., "trust deed", "mortgage", "debenture" thereon should be produced with this encourable thereon should be produced with this encourable the beauty of it passable to beauty, stall
			• Insert name † Insert descrip	of mortgagor company. ption of instrument creating c	or evidencing the charg	thereon should be produced with this en an endthin
			NOTE.—The ins	trument with a recommendate of	f artisfaction endorsed ach debenture in the se	thereon should be produced with this remarkable trees day discharged, or if payable to super, dal
			In the cancell	case of a series of decreases the desired be produced	co., 8,	Endged in the office of the Companion of
\ \ \ \ \				A. SOMERSET &	SYDNEY	29 1111:1978 77
1			1	221 1300.		
			Phone:			
			transcript is	exequired please tick []		



58				D.S. THOMAS & PARTNERS PTY.		LIMITED	FORM 3
_	COMPANIES ACT, 1961 REGISTER OF CHARGES TO BE KEPT BY THE CORPORATE AFFAIRS COM				AIRS COMMISSIO	Section 103	
cument	Date of Registration	Date of Creation of Charge by company, or date of Aquisition 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 Name and Date of appointment or ceasing to act	Niemorandum of satisfaction/ release, etc.
9307	24/4/74	18/4/74 Deed of Equit- able 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, unpaid calls furniture fittings pother chattels (other than stock account vouchers and other docume		1	
			be an approve	sioner for Corporate Affairs, being a perso published in the Government Gazette on d person for the purposes of Section th	the nineteenth day of June,	1970. tc	
	1	· \	Act, 1967, DO	HEREBY CERTIFY pursuant to the Sect cord of a document in my custody or con Twentieth	trol.		1/1

C 58			D.S.	THOMAS & PARTNERS PTY.		LIMITED	FORM 32
COMPANIES ACT, 1961							_ Section 103(1
No. of Cor	mpany 148278	REGISTER	OF CHAR	GES TO BE KEPT BY THE	CORPORATE AFF	AIRS COMMISSIO	ON
Document No.	Date of Registration	Date of Creation of Charge by company, or date of Aquisition 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 Name and Date of appointment or ceasing to act	Memorandum of satisfaction/ release, etc.
35405	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 e and other chattels (other than staccount vouchers and other docume	ngines machinery plant		
				ssioner for Corporate Affairs, being a po		ov General	
4,			by notification be an approve Act, 1967, D	or published in the Government Gazette ced person for the purposes of Section O HEREBY CERTIFY pursuant to the Sector of a document in my custody or a Twentieth	on the nineteenth day of Jun- three of the Evidence (Rep Section that this transparency control,	e, 1970, to	, /

Jacket D

NEW SOUTH WALES COMPANIES ACT, 1961

(Section 105 (1))



Form 34

MEMORANDUM OF SATISFACTION OF REGISTERED CHARGE

Reg. No.	148278 - 31
Location :	No.
Date and	Batch No.
Film W S	heet No.

TO THE CORPORATE AFFAIRS COMMISSION

notice that the Equitable Charge dated the 29	0+h
day of November, 1974 numbered 85405	
Register of Charges, and created by*	in the
D.S. THOMAS & PARTNERS PT 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; XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	
**Dated this 21st day of June. The Common Seal of D.S.	, 19.78
THOMAS & PARTNERS PTY .Limited	
THOUAS & PARTIMERS P11 Limited	
was affixed hereto in the presence of—	
FORM 36	
FORM 36 STATUTORY DECLARATION VERIFYING MEMORANDUM	
STATUTORY DECLARATION VERIFYING MEMORANDUM We, Francis Cyril Eaton Taplin	
STATUTORY DECLARATION VERIFYING MEMORANDUM	
STATUTORY DECLARATION VERIFYING MEMORANDUM We, Francis Cyril Eaton Taplin of	-
STATUTORY DECLARATION VERIFYING MEMORANDUM We, Francis Cyril Eaton Taplin of a director of * D.S. Thomas & Partners Pty. Limited	
We, Francis Cyril Eaton Taplin of adirector of D.S. Thomas & Partners Pty. Limited Semangal Devi Raju of	Limited, and
We, Francis Cyril Eaton Taplin of a director of * D.S. Thomas & Partners Pty. Limited Semangal Devi Raju of	Limited, and
STATUTORY DECLARATION VERIFYING MEMORANDUM We, Francis Cyril Eaton Taplin of a director of D.S. Thomas & Partners Pty. Limited Semangal Devi Raju of the se company, do solemnly and sincerely declare that the particulars contained in the m	Limited, and
We, Francis Cyril Eaton Taplin of a director of D.S. Thomas & Partners Pty. Limited Semangal Devi Raju of the se company, do solemnly and sincerely declare that the particulars contained in the m satisfaction of registered charge dated the Twenty-ninth	Limited, and
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We, Francis Cyril Eaton Taplin of a director of D.S. Thomas & Partners Pty. Limited Semangal Devi Raju company, do solemnly and sincerely declare that the particulars contained in the m satisfaction of registered charge dated the Twenty-ninth (see date above ") November, 1974 are true to the best of our knowledge, in belief. And we make this solemn declaration conscientiously believing the same to be true a	Limited, and
We, Francis Cyril Eaton Taplin of a director of D.S. Thomas & Partners Pty. Limited Semangal Devi Raju company, do solemnly and sincerely declare that the particulars contained in the m satisfaction of registered charge dated the November, 1974 are true to the best of our knowledge, it belief. And we make this solemn declaration conscientiously believing the same to be true a the provisions of the Oaths Act. 1900, as amended.	Limited, and
STATUTORY DECLARATION VERIFYING MEMORANDUM We, Francis Cyril Eaton Taplin of a director of D.S. Thomas & Partners Pty. Limited Semangal Devi Raju of company, do solemnly and sincerely declare that the particulars contained in the matisfaction of registered charge dated the November, 1974, are true to the best of our knowledge, in belief. And we make this solemn declaration conscientiously believing the same to be true a the provisions of the Oaths Act. 1900, as amended. Declared at Sydney in the State	Limited, and ceretary of that temorandum of day of information and
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1, 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.

1978.

day of

DATED this

COMMISSIONER

R67

M 10730 D. West, Government Printer

1 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

Deal Pasts

D. West, Government Printer

2901602

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

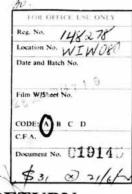
LODGED in the Office of the Corporate Affairs Commission on 21 JUN 1974 COMMISSIONER

ST 2210-1 E. C. N. W. 1007. GOVERNMENT PRINTER

If a receipt is required please tick

JACKET C

Form A



FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

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

Annual Return of	D. S. THOM	Limites		
made up to the	m - 1 C+1	day of	March	19 74
			he date of the Annual C	General Meeting in 19.74
	•were •			2722
	the company XXXXXXX			company held on
12 ti	n March,		_19_/4	
being—				
• the date of				
• the date of	the Annual General Meeti	ng last held before the	date of this return.	
	e registered office of the co 168 Walker Stree	The state of the s		
	North Sydney.			
	nes under which the compa mas & Partners P		are:	
* Strike out whichever is in	sapplicable.			
Power committee				
andged by Peat,	Marwick, Mitche	II, & Co.		lodged within one month, or,
Austr	alia Square, Syd	DOL E	a State or Territory of th	nch register in a place that is e Commonwealth, within two
Phone: 20538		mont	hs, after the date of the Ann	uai General Meeting.
Date forwarded:A	pril, 1974	Fee:		
ee pad:	12 \$ 3/		odged within the prescribed odged within one month after	

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

19 74

June

of

COMMISSIONE

	P	ARTB					
Su	mmary of Sha	re Capital	and Shar	res .	5 000		
	100000000000000000000000000000000000000	divided in	A	clas	s: 5,000 s:95 (000)	, 1	cach
NOMINAL SHARE CAPITAL S	100,000	_	1	20			Caci
 Total number of shares taken up to t theing the date of the return or other 		11	}'B'	clas	Shares of 5	s_1	each
TOTAL ISSUED CAPITAL	(Nominal Value))			\$2,800		
Number of shares issued:					2 200		
(a) Subject to payment wholly i	in cash				2,800		
(b) As fully paid up otherwise t							
(c) As partly paid up to the ex		er share other			2,800		-
TOTAL of items 7 (a), (b), and			otal in iten	16)			
Number of shares (if any) of each cla							
date of this return	e of shares which	has not been	written of				
(a) There has been called up on each	h of	**	**	shares	. 1	-	
(b) There has been called up on each				shares	5 1		
(c) There has been called up on each				shares	s =		
. Total amount:					N 1000		
(a) Of calls received including p	navments on appl	ication and a	llotment		\$ 2,800		
(b) (If any) agreed to be consider		Kuma uma u		shares			
which have been issued as for		rwise than in	cash		5 -		
(c) (If any) agreed to be consider				shares			
which have been issued as p		he extent of			52 F		
per share otherwise than in		** **			\$ 2.800		-
TOTAL of items 11 (a), (b) and	(c)			**	\$ 2,000		
Total amount of calls unpaid					3 -		
Total amount of the sums (if any) pai		mission in res	pect of any				
or debentures since the date of the la					3		-
Total amount of the sums (if any) debentures since the date of the last		of discount	in respect	of any			
Total number of shares forfeited							
Total amount paid (if any) on shares	forfeited						
*Total amount of the indebtedness of			property (y		_		
real or personal) or undertaking of the					5		
Particulars of each chai	ree REGISTERE	D WITH TH	IE COMM	ussion	are as follows:		
		Sa Salak Salak Sa	L COMM	illum on	Amount of indebt	e-Iness ut	_
Registered number	Date o	f registration			the date of this		
Where there are shares of different kinds or amounts. NEELES IF NEEDED and initial.	ir g. Preference and the	inary or \$20 and \$	to the the a	mbers and	sommal values separate	fr. USB ANN	EXUR
to be the uniques one of talksones broads and above the con-	and the same of th				- separate	. DOBANN	- AURI
b) Notice various amounts have been called or there are	shares of different kinds	, state them separa	tely.				
5) State the total amount of indebtedness and show in a amount of indebtedness at the date of the return.	espect of any charge regi	stered with the Cor	mmission, the I	egistered su	wher thereof, the date	of registration a	nd the
	D.	DT C					
er or processes		ART C					
ST OF PERSONS holding shares in D	. S. THOMA	S & PART	CNERS F	TY. L	IMITED		
LIMITED on the Twelfth	d	lay of	March		19 74	(being the d	ate of
the return or other authorized date)	and an account	of the share	s so held		15100 Military		
OTE: If the names in this List are not arranged in alpha							
the I set. OTE: In the case of a no-liability company or a compar A Company exempted under subsection (I) of sec	is exempted under the pe	rovisions of section	Int of the Cos	DESCRIPT ACT	1961 this list is not re		
Folio in Register Names					300		
Ledger	ast one Christian		Address	ies	he	imber of shu ld by existing members †	i es

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nimeteenth 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. 19 74 June

particulars name and other initials A В MATTINGLEY Maurice A 75 625 SHELMERDINE Eric 625 75 TAPLIN Francis C.E. 625 75 THOMAS Donald S 625 75

are be stated, and the column must be added up throughout to as to make one total to agree with that

* The aggregate number of theres ted, and not the districtive numbers, must be stated, and the column must be added up throughout no as to make one total to agree with that stated in the remarks (Bb) to have been faken upon the stated in the remarks (Bb) to the been faken may be understood to that the number of each class held may be shown repairate). Where any shares have been converted more taske, particulars of the amount of facets, must be stated.

day of

DATED this

COMMISSIONER

PIN SUPPORTING DOCUMENTS HERE

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 othe directorships required to be shown be section 134 (2) (c) and (3). (if none, state so)
Donald Sanderson Directors THOMAS			NONE
Maurice Aubert MATTINGLEY Eric SHELMERDINE			NONE
or re-planta mental me			NONE
Francis Cyril Eaton TAPLIN			NONE
Manager (if any)			
Secretaries			
James JONES			-3
Auditors for current financial year and address Peat, Marwick, M	itchell & Co.,	Australia Square	None Sydney, 2000

PART E

Copy of Last Accounts of the Company

Except in the case of -

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- (b) 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:

- (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 duly audited in accordance with this Act;
- t(c) I *have have not referred in my report to any defect or irregularity in the accounts.

2. Certificate in respect of a con-pany, the accounts or group accounts of which, by re 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,2 in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) 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;
- (iii) 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 (ct. 1961;
- (iv) the accounts and group accounts (if any) have have not been properly prepared of a competent person.

Director Director

porate Affairs, being a person declared by the Attorney General the Government Gazette on the nineteenth day of June, 1971, to the purposes of Section three of the Evidence (Reproductions) eRTIFY pursuant to the Section that this transparency is made as Corporate Affairs, Ξ for REBY published roved person DO HEREBY n approved 1967, DO E EF.

6 5 ö day

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

- late »her each call made since the date of the last return, or in the case of a final lates since the last return or incorporation »ben shares forfested age, detect for number of shares solid at reach sale of forfested states mind; or eith date of the unible of shares sincided at each offer for sale of the mind shares mode can be unible of shares sincided at each offer for sale of the mind shares mode can be

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
- (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.

4-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;
- ction of the share register that transfers XOXING COLUMN

- (c) 4that 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 the (counting joint noders of states 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 of 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.
- 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 1658 of the Companies Att, 1901; did not appoint an auditor.

> Director* Signature: Signature:

- (1) Strike out this paragraph of the company is not a proprietary company.

 (2) Strike out this paragraph of the company is not a proprietary company, strike out the words "last annual return" and w, strike therefor the words "moorporation of the company".

 (3) Mirke out this paragraph ready in the case of a proprietary company show members exceed fifty.

 (4) Mirke out this paragraph ready in the case of a proprietary company show members exceed fifty.

 (5) Mirke out this paragraph is fine applicable. Now, this paragraph is not a septiment of a setting the paragraph of the applicable. Now, this paragraph is not a septiment of a setting the paragraph of the applicable of the setting the paragraph of the paragraph of the companies of the companie

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.)

d by the Attorney General enth day of June, 1971, to e Evidence (Reproductions) his transparency is made as declared by nineteenth d of the Evid declared on the person being a p. t. Gazette o. f. Section . to the S. Corporate Affairs, bein d in the Government Ga for the purposes of S Y CERTIFY pursuant to document in my custon document in my custon. person for HEREBY ommissioner for ication published n approved 1967, DO I notification 5

TOMMISSIONE

NEW SOUTH WALES FOR OFFICE USE ONLY Companies Act, 1961 Reg. No. JACKET C Location No. MHAC Sections 158 and 160 LODGED in the Office of the Corporate Affairs Commission on 13 APR '974 Film W/Sheet No. Form A CODE: ABCG COMMISSIONER Document No. FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL omplete in BLOCK LLTTLRS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W., 2000 D.S. THOMAS AND PARTNERS PTY. Annual Return of Limited APRIL 19_75 TWENTYSECOND made up to the day of 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 22ND APRIL being-* the date of this return. * the date of the Annual General Meeting last held before the date of this return 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 The name of the company is remerried in the participation 3. The address of the place at which the register of members is kept if other than the registered office is: AT RECISTERED OFFICE 4. The business names under which the company carries on business are: * banks out whichever is mappingable. Time for filing: Lodged by: PEAT MARWICK MITCHELL & CO. 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. AUSTRALIA SQUARE, SYDNEY Date forwarded: _ If looged within the prescribed period--Exempt Proprietary Company
Non-exempt Proprietary or Public Company (For assessment see across re fee.) N.B. Penalty Fees: If lodged within one month after the prescribed period an additional \$5 is payable. If a receipt is required plea If lodged more than one month after the prescribed period an additional \$20 is payable. ----

sonier for Corporate Affairs, being a person declared by the Attorney General published in the Government Gazette on the markeenth day of Junic, 1970 to discreme for the purposes of Section three of the Evidence (Reproductions) HERLEY CERTEY pursuant to the Section that this transparency is made as cord of a document in my envision, or control.

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April

Wishner No

PART B

Summary	of Sh	are Ca	apital	and S	Shares	0-1	77.6.11	ž
1.00 0								* s 1.0
Total number of shares taken up to the 22n	d day o	APR			300	Ord	. "A" 5	51.0
			0.2	20.			, 2,802	
(a) Subject to payment wholly in eash		44	+4	100	4.4	(200)	2,802	
(b) As fully paid up otherwise than in c	ash			144		100		
(c) As partly paid up to the extent of		per shar	re other	wise t	han in	cash		
TOTAL of items 7 (a), (b), and (c) (th	is shoul	ld agree	with to	stal in	item 6)	2,802	
Number of shares (if any) of each class issue	d at a d	liscount						
Fotal amount of discount on the issue of shar	res whic	h has n	ot been	writte	en off :	it the	-	
date of this return	902	**	19.3	12.5			5	
the trace may recovered up an impact	, 002						5 - 1	
							\$	
					5	hares	5	
							2.802	
(a) Of calls received including payments	on app	dication	n and al	lotme	nt	4.50	5	
		erwise t	than in	cash		hares	5	
		the ext	tent of		2	hares		
per share otherwise than in cash						2.0	5	
TOTAL of items 11 (a), (b) and (c)		4.4			2.4	+ 4	5 2,802	
otal amount of calls unpaid							s -	
		nmissio	n in resp	pect o	f any s	hares		
		of dis	count i	n resi	nect of	200	-	
			count i	14-14-5	pace on	17.	5	
							-	
Total amount paid (if any) on shares forfeite	d				12.2	2.2	5 -	
		scured a	on the r	roper	ty (wh	ether		
				11	A TOTAL		5	
Particulars of each charge REC	ISTER	ED WI	THITH	E CO	MMIS	SION :	are as follows:	
Registered number	Date	of regist	ration			,		
39307	24.4	1974					\$87,553	
1	NOMINAL SHARE CAPITAL \$100,00 Total number of shares taken up to the 22n (being the date of the return or other authors TOTAL ISSUED CAPITAL (Nomin Number of shares issued: (a) Subject to payment wholly in cash (b) As fully paid up otherwise than in c (c) As partly paid up to the extent of TOTAL of items 7 (a). (b), and (c) (th 2Number of shares (if amy) of each class issue Total amount of discount on the issue of shar date of this return (a) "There has been called up on each of (c) "There has been called up on each of (c) "There has been called up on each of (d) (f) any) agreed to be considered as a which have been issued as fully paid (c) (If any) agreed to be considered as a which have been issued as partly paper share otherwise than in cash TOTAL of items 11 (a), (b) and (c) . 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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 other TOTAL of items 7 (a), (b), and (c) (this should agree with to 2 Number of shares (if any) of each class issued at a discount Total amount of discount on the issue of shares which has not been date of this return (a) "There has been called up on each of (c) "There has been called up on each of (c) "There has been called up on each of (c) "There has been called up on each of (c) "If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in (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 II (a), (b) and (c) Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in response of the sums (if any) allowed by way of discount in debentures since the date of the last return Total amount of the sums (if any) allowed by way of discount in debentures since the date of the last return Total amount paid (if any) on shares forfeited Total amount paid (if any) on shares forfeited Total amount of the indebtedness of the company secured on the pread or personal or undertaking of the company	NOMINAL SHARE CAPITAL \$100,000 divided into \$150,000 divided into	NOMINAL SHARE CAPITAL (100,000 divided into) 950000 (being the date of the return or other authorized date) 2502 TOTAL ISSUED CAPITAL (Nominal Value) (being the date of the return or other authorized date) 2502 TOTAL ISSUED CAPITAL (Nominal Value) (b) As fully paid up otherwise than in cash (c) As partly paid up to the extent of per share otherwise than in TOTAL of items 7 (a), (b), and (c) (this should agree with total in item 6 and amount of discount on the issue of shares which has not been written off a date of this return (a) There has been called up on each of (c) and the share off and the share of the share off and the share off and the share off and the share off and the share of the share of the share of the share off and the share of the share of the share off and the share of the sha	NOMINAL SHARE CAPITAL [5 100, 000] divided into 95000 Ord Total number of shares taken up to the 22nd day of APRIL 1975 300 Ord (being the date of the return or other authorized date) 2502 Ord TOTAL ISSUED CAPITAL (Nominal Value) 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 (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) *Number of shares (if any) of each class issued at a discount Total amount of discount on the issue of shares which has not been written off at the date of this return (a) "There has been called up on each of shares (if any) of each of shares (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 fully paid up to the extent of per share otherwise than in cash (c) (If any) agreed to be considered as paid on which have been issued as fully paid up to the extent of per share otherwise than in cash (d) (If any) agreed to be considered as paid on which have been issued as fully paid up to the extent of per share otherwise than in cash (d) (If any) agreed to be considered as paid on which have been issued as paid point of the extent of per share otherwise than in cash (d) (If any) agreed to be considered as paid on which have been issued as paid point of the extent of per share otherwise than in cash (d) (If any) agreed to be considered as paid on which have been issued as paid point of the extent of per share otherwise than in cash (e) (If any) agreed to be considered as paid on which have been issued of the full point of the extent of per share otherwise than in cash (e) (If any) agreed to be considered as paid on which have been issued of the per share otherwise than in cash (e) (If any) agreed to be considered as paid on which h	Total number of shares taken up to the 22ndday of APRIL 1975 300 Ord. "A" 2502 Ord. "B" of Bees 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) 2, 802 **Number of shares (if any) of each class issued at a discount Total amount of discount on the issue of shares which has not been written off at the date of this return (a) **There has been called up on each of c) **There has been called up on each of c) **There has been called up on each of c) **Total amount: (a) Of calls received including payments on application and allotment (b) (if any) agreed to be considered as pand on which have been issued as fully paid up otherwise than in cash (c) (if (any) agreed to be considered as pand 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) 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 paid (if any) on shares forfeited Total amount paid (if any) allowed by way of discount in respect of any debentures since the date of the last return Total amount paid (if any) on shares forfeited Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking 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:

amount of indefeedness at the date of the return

PART C

LIST OF PERSONS holding shares in LIMITED on the TWENTYSECOND

APRIL

19 75

(being the date of

the setion or other authorized date) and an account of the shares so held.

NOTE: If the names in that Lor 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 generated to this Lot.

NOTE: In the case of a no faithful company or a company exempted under the provisions of action 160 of the Companie. Act, 1861, this list is not required to be superised. A Uniquest exempted under (above, from 112 of section, 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Number of shares held by existing members †	
	Surname At least one Christian name and other initials	Addresses		
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"	

* The aggregate number of shares held, and not the distinctive numbers, "not be stated, and the column must be added up throughout to as to make one total to agree with that itside in the numbers of 15 to have been taken up.

When the thates an 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, purcoulars of the amount of stock must be shown.

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· - F. HERSTEIN CHARLE

* 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 Covernment 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 CERTHY pursuant to the Section that this transparency is made as a permanent record of a document in my circloidy or control. day of April 22nd

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COMMISSIONER

358

DATED thus R67

PIN SUPPORTING DOCUMENTS HERE

PART D

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

Any formet 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)		
-		Engineer	None	
-		Engineer	None	
		Engineer	None	
-				
	Christian or other name or names	Christian or other name or names Usual address;	Christian or other name or names or surname Usual address: Usual address: case of directors padirectorships requirectorships requirectorshi	

Auditors for current financial year and PEAT MARWICK MITCHELL & CO., Aust. Square, Sydney

PART E

Copy of Last Accounts of the Company

Except in the case of-

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- (b) 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:

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

Signature

sections (1) or (2) of section 1650 of the Companies Act, 1961, are not addited.

For the purposes of subsection (5) of section 1658 of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company has has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) 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;
- (iii) 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;
- (iv) the accounts and group accounts (if any) *have hav: not been properly prepared by a competent person.

Director

the est whicheve is inapilicable.

risplars of any defect or compilarity referred to in the report should be attached, the event of this orthogone being qualified in any way, particulars should be attached.

ET 2010-3

oth day of June, 1970 to Evidence (Reproductions) nunetzenth day of Jun of the Evidence (Rep that this transparency n three of Section 120 od in the Government Gazette of for the purposes of Section Y CIRILLY pursuent to the Section CM E I person to n approxed 1967, DO 1 notification

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April

Threetor 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 direction of a company are accurationed to 445.

In the case of a corporation of apopurate 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 F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

d shares (i.e. by given only in the case of a no-liability company)-

date when each call made singe the date of the season, or in the case of a first return since incorporation, was payable; dates used the last return of incorporation, seem that? I will were offered for sale and the place of offer.

I was said at each sale of federed states under use the first of a first trium since the date of incorporation, number of shares under said at each sale of federed states under use the first of the sale of incorporation, number of shares under the said of the sale of incorporation, number of shares under the said of federed states of the said of said of the said of incorporation, number of shares under of of pursuant to sub-ection (1), section three laundred and twenty-ton-of-the Companies Act, 1961, since the date of the last trium—being see substituted from also in for such into the last recovered.

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 base 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 ease of an exempt proprietary company by both a director and a secretary.

■ 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:

(b) having made an inspection of the share register that transfers have been registered since the date of the last annual return

(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.

(e) 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.

Act. 1961, did not up

Signatur Signatu

nt an auditor; ranged in only applicable to an ranged propostary company that is not an unlimited company off the members of all Concrai Meeting dot to appoint an auditor; carpactly 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.

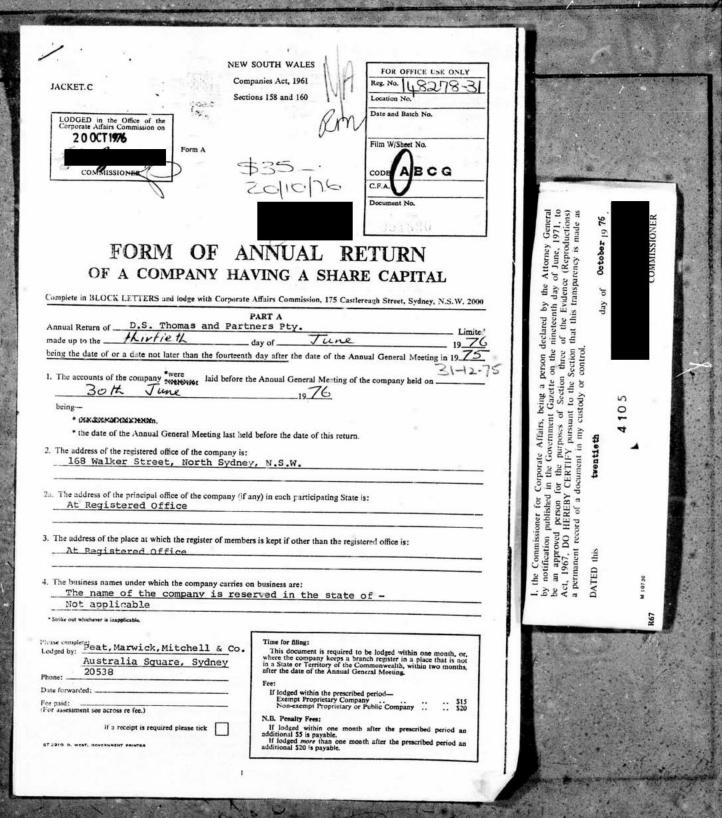
Signature:

oth day of Lone, 1970 to Evidence (Reproductions) 1970 declared by nmeteorth d of the Evid that this tra Gazette on the r Section three of to the Section 1 N. poses of pursuant Portate the Co published of person to HEREBY nothication permanent

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			Summary	of Sha	re Cap	ital	and S	hare	ord	7 "2				300
5. NOMIN	NAL SHARE CAP		\$ 100,0		divid	ed in	101 9	5000	Orc	i."i	lares	of }	\$1.0	0 each
6. Total n	umber of shares tak	en up t	to the	day of		19	}		ore	1. "2	Bres	of}	s 1.0	0 each
	TOTAL ISSUED	CAPITA	AL (Nomina	Value	i i					5.2	2,80	2	1.5	
	of shares issued:		radified.					7.50						1
) Subject to payme		ly in cash						111	2	,80	2		- 4
) As fully paid up			h	**	• •	**	**		-	-	TOP I		
) As partly paid up				r share	other	wise t	han ir	ı cash	-	-		10000	
	OTAL of items 7 (a									- 2	.80	2		
	er of shares (if any)								~-	- 2	-			
	mount of discount of						writte	n off	at the	, 7				
date of	f this return									S_			-	
10. (a) 3Th	nere has been called	up on	each of 2,	802					shares	S_	1_			-
(b) 3Th	ere has been called	up on	each of						shares	. 5_	-			
(c) 3Th	nere has been called	up on	each of				1100		shares	S_				
11. *Total a	mount:		45 No. 2	41	£	41.7				. 2	2,80	2		1.0
) Of calls received					ind a	lotme	nt		S_				
(b)) (If any) agreed to					133			shares	100	C.S.			
	which have been					in as	cash	• • • •		S_	-	3.		
(c)	(If any) agreed to				ha avtar				shares					7.1
	which have been per share otherwi	se than	in cash	up to t	ile exter		1		f	S	-	-		7
TO	OTAL of items 11 (52	,80	2		
	nount of calls unpa			1.00		:	- 1			S_	-			
13. Total a	mount of the sums	if any)	paid by way	of com	nission i			fany s	shares					10
or debe	ntures since the da	te of the	e last return							5_		_		
Total a	mount of the sum	s (if an	y) allowed b	y way					fany		-	4		
	ires since the date of			••				••		2	_	_		
	umber of shares for									-				
	mount paid (if any) mount of the indeb									2-				
	personal) or undert							., (\$_	-			
	Particulars o	f each c	harge REGI	STERE	D WIT	н тн	E CO	MMI	SSION	J are	as foll	ows:		
		· cuen c	I I	Bern's and		375		1	551(51				dness at	
	Registered number			Date o	f registra	tion					date			
3	9307			24 .4	1.197	4								
(1) Where ther SHEETS II (2) If the share (1) Where vari (4) Include wh (5) state the to amount of	e are shares of different kin F NEEDED and initial, in are of different kinds, stat ous amounts have been call at has been received on old all amount of indebtedness and obtedness at the date of	e them sep ed or there eited as we and show the return.	ints (e.g., Preference exactly, are shares of diffe- ill as on existing sh in respect of any o		state them stered with	o and 5 separat	IO) state ely. nmission	the num	istered or	nomina	ti values	separatei	y. USE AN	NEXURE
IST OF PE	ERSONS holding s	hares in	ı											
LIMITE	D on the			da	y of						19		(being the	e date of
											55		(orms in	. adic oj
	n or other authorize													
NOTE: If the nothis List NOTE: In the control	ames in this List are not are it. case of a no-liability compar pany exempted under subse	anged in ai by or a corr ction (1) of	phabetical order a spany exempted ur section 160 should	n index suf ider the pri i complete	ncient to er ovisions of the certifica	ection ite by th	160 of th	e Comp ary imme	anies Act	t, 1961, selow Pa	this list i	s not rec page 4.	a must be an	nexed to supplied.
Folio in Register		Name	,		T		5517					• N.	mber of s	h
Ledger		-			-1			dresse				hel	d by exist	ing
particulars	Surname	na na	t least one Chr me and other i	istian nitials				L 13 L 131020					members 1	1
					1									
1	THOMAS D	onald	Sander	son								United States	ord.	"A"
											(100	ord.	"B"
_	#107 FM =													
2	TAPLIN Fra	incls	CYTII	Lator	1								ord.	"A"
											(100	ord.	"B"
3	MATTINGLE	/ Ma	rice All	hart	1						,	024	0-4	
3	PARTITION	Platu	TTCG AT	Jer C	1						(834	ord.	"A"

* Held in trust for Lethe Pty Limited.

1, 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.

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twentieth

DATED this

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R67

COMMISSIONER

day of October 19 76

D. S. THOMAS AND PARTNERS PTY. LTD. ·CO. SULTING ENGINEERS

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

M. J. Dare E. H. Jones

19th October, 1976.

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

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.

1, 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.

M 10730

COMMISSIONER

October 19 76

o day

twentieth

DATED



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,

·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.C. RYAN, Commissioner.

Per: #6

or Corporate Affairs, being a person declared by the Attorney General hed in the Government Gazette on the nineteenth day of June, 1971, to an for the purposes of Section three of the Evidence (Reproductions) EV CERTIFY pursuant to the Section that this transparency is made as a document in my custody or control.

I, the Commissioner for cby notification published be an approved person fact, 1967, DO HEREBY a permanent record of a d

day of October 19 76

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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 case of directors particul directorships required to section 134 (2) (c) a (if none, state s	ars of other be shown by nd (3).
Directors THOMAS Donald Sanderson	ser Pizerson		Engineer	None
MATTINGLEY Maurice Albert	- 10		Engineer	None
TAPLIN Francis Cyril Eaton		Cert in a mineral of the	Engineer	None
Manager (if any)	10000	North Company		
Secretaries	H 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	100	100	
TAPLIN, Francis Cyril Eaton		as above		
Auditors for current financ al year and	DEAM MADE	TOV NEMOURIE S CO	1at 14	

Auditors for current financial year and PEAT, MARWICK, MITCHELL & CO. Australia Square, Sydney

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 (7) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of-

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary
 company and an unlimited company;
- (b) 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:

(a) the company *has****** in my opinion kept proper accounting records and other books during the period covered by those accounts:

(b) the accounts *have/REMANNA been duly audited in accordance wi

D.S. Thomas and Partners Pty.

†(c) I **More/have not referred in my report to any defect or irregular

Sionam

ections (1) or (2) of section 165s of the Companies Act, 1961, are not audited,

For the purposes of subsection (5) of section 1658 of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) 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.
- (iii) 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;
- (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Strike out whichever is inapplicable

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

ST 2910-1

that:

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 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.

October 19

day of

M 107

.

^{* &}quot;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

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

date when each call made since the data of the last return, or in the case of a nonaneuty company).

dates since the last return or incorporation when shares forfitted were offered of the place of offers a sumber of shares sold at each sale of ferficed shares made since the date of the last return. So we can of a first return summer of shares smoold at each sale of ferficied shares made since the date of the last return. On the case of a summer of shares smoold at each offer for shale to determ made since the date of the last return of the case of a summer of shares disposed of pursuits to succeeding the action, these hundred and twenty-four of the Company.

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

(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

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;

(b) having made an inspection of the share register that transfers have been registered since the date of the last annual return¹

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;

(c) "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.

Signature:

Signature

(1) Strike out whichever is inapplicable.
(2) Strike out this paramph if the comeses is not a proprietary company.
(3) Strike out this paramph if the comeses is not a proprietary complete, strike out the words "last annual return" and substitute therefor the words "interportation of the company".
(3) Strike out this paramph exercise treatm of a proprietary complete, strike out this paramph exercise treatment of the proprietary company in the proprietary company that is an unlimited company where all the members agreed not more than one month before that needing not to appoint an auditory company that is not an unlimited company where all the members agreed not more than one month before that needing not to appoint an auditory company that is not an unlimited company all the members of the proprietary company in the paramph of the proprietary company that is not an unlimited company all the members of the paramph of the proprietary company that is not an unlimited company all the members of the paramph of the paramph of the proprietary company that is not an unlimited company all the members of the paramph of the paramph of the proprietary company that is not an unlimited company all the members of the paramph of the par

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

eteenth day of June, 1971, to the Evidence (Reproductions) the Attorney day of June, 1 transparency person declared by the of the Ev rate Affairs, being a person
of Government Gazette on the nine
of Section three of
the three of the control of or the purposes of CERTIFY pursuant document 5 Por be an approved person fa Act, 1967, DO HEREBY published of, Commissioner notification the be by

COMMISSIONE

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October

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NEW SOUTH WALLS

Companies Act, 1961

1477 CCMMISSIONER Fem.A

were represented the second

Annual Return

of a Company having a Share Capital

Reg. No. 1482	78-21 P	ART A		
Annual Return of	D.S. Thomas and F	Partners Pty.		Limited
made up to the	13th	day of	December	19 77
heing the date of or a date	not later than the fourteenth day	v after the date of the	Annual General Meeting	in 19 77
I. The accounts of the con	mpany *were laid before the	Annual General Meeti	ng of the company held o	n
being —	3th December	19 7.7		
5. Attended to Replace to	KNOCK			
* the date of the Ar	nnual General Meeting last held	before the date of this	return.	
168 Walker	stered office of the company is:			
3. The name of the compo	any is reserved in the participating	ng States of:		
	cipal office of the company (if a	ny) in each participatin	g State is:	
Not applie	cable.			
5. The address of the place	e at which the register of member	ers is kept if other than	the registered office is:	
At Registe	ered Office.			

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 transperency is made as a permanent record of a document in my custody or control.

Government West. d

Printer

COMMISSIONER

day of

P. C

10730

R67

Peat, Marwick, Mitchell &Co., Australia Square, Sydney 2000 2.0538

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

D.S. Thomas and Partners Pty. Limited.

Dute forwarded:

For assessment see across re fee.)

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.

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.

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

BY 2010-1 D. WEST, GOVERNMENT PRINTER

3261

day of Janu ry

COMMISSIONER

DATED this

PART B Summary of Share Capital and Shares

2000	NAL SHARE CAI			vided into' }	_95000 01	В	\$ 1.00 each
	umber of shares ta he date of the retu		day of orized date)	19 }	300. gr	shares of	s 1.00 ich
TC	TAL ISSUED C	APITAL (Nomin	nal Value)			s 2,80	2
	r of shares issued:) Subject to paym		h	tue sau	3705 V/48	2	,802
(b) As fully paid up	otherwise than in	reash				-
) As partly paid u DTAL of items 9 (a					2	802
, #Numbe	er of shares (if any) of each class iss	ued at a discoun	ıt	74 44		_
	nount of discount this return	on the issue of sha	ares which has n	ot been writte	n olf at the	S	-
(a) "The	ere has been called	I up on each of		2,802	shares	s 1	.00
	ere has been called ere has been called				shares shares	9	=
. Hotal a	imount:						,802
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60	1 (II any) agreed t	n issued as fully pa to be considered a	s paid on		shares	5	-
	which have been	i issued as partly vise than in each	paid up to the e	To inciz		5	-
71	FIAL of items 13					s 2	,802
Lotal at	major of calls and	and			- N	\$	
or debe	mount of the sums mures since the da	(if any) paid by wa ite of the last retu	ay of commission	n in respect of	any shares	\$	1-1
	mount of the sun		d by way of do	count in res	sect of any	S	
total m	umber of shares fe			641 430	337 141		
. Total m	mount paid (if any	on shares forfei	ted		12 22	S	_
Entotala Bullor	unount of the mde personal) or under	atedness of the co	impany secured i	on the proper	ty (whether	3 40	,437
	Particulars o	of each charge RF	GISTERED WI	TH THE CO	MMISSION	arg as follow	51
11	tenistered number		Date of resig	milion		Arount of in the date of	
20	207		24.4.197	4		\$40,437	
39,	, 307		211112				
ST OF PI	ERSONS holding ED on the Total ern or other authorit tames in this List are not	shares in D. s	PART S. Thomas day of account of the si order an index sufficien	and Par	tners Pt	1977 n the let to be read	e dair of Econtration and in (being the date of by found must be assessed to not required to be supplied one 4.
Folio in	The standard names who	Names	amount complete the c	conficate by the sec	retary inimediatel	y below Part F on p	2007-01- 200
Ledger ontaining articulars	Surname	At least one o		÷ Ž	Addresses	-	 Number of shares held by existing members †
1	THOMAS	Donald Sar	-			(83 4 Ord. 'A
2	TAPLIN	Francis Cy	ril Eaton			(100 Ord. 'B' (834 Ord. 'A
		250. 19.77 (A)		5		(100 Ord. 'B
	MATTINGLE	Y, Maurice	Albert				834 Ord. 'A
3							
3						, (100 Ord. 'B'

* Held in trust for Lethe Pty. Limited.

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

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

Because of the existence of the material uncertainty referred to above, and because of the affects of the ultimate resolution of that uncertainty on the state of thairs 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 access 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 192 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

12.th

day of Al Chile

1977.

PEAT, MARWICK, MITCHELL & CO.

J.H. RICHARDSON.
PARTNER.

CHARTERED ACCOUNTANTS.

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

day of June, 1970, to that this transparency is made Attorney person declared by Affairs, being Commissioner

5

10730 D. West, Government

PART D

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupations of directors particular directorships required to section 134 (2) (c) (if none, state	dars of other be shown by and (3).
Directors				
MATTINGLEY, Maurice			Engineer	None
Albert FAPLIN, Francis Cyril	_		Engineer	None
Eaton			2119211002	None
Nonager (if any)				
ARLIN, SREAMERS ROKIL	- x		Accountant	
Auditors for current financial year and	Peat, Marwick	Mitchell & Co.	. Australia Squa	re.Svdn
directors of a company are accustomed to act to the case of a companyation its corporate to a to the case of directors the address given ma-				
		ART E		
	Copy of Last A	ccounts of the Compa	ny	
Except in the case of—			- vo	
(a) a company that, duri company and an uni		meial year to which the re	turn relates, was an exempt	proprietary
		incial year to which the re	turn relates was an exempt	proprietary
company being a con		ints and group accounts (if	any) for that financial year v	
the return must include a copy, ce all accounts and group accounts (with a copy of every document re	tified by a director, or lif any) required to be l	by the manager or secretar aid before the company a	y, of the company to be a t t the Annual General Meet	rue copy, of ing together
Statement to be given by the Au				
For the purposes of subsec			1961. I hereby state in rol	ation to the
accounts of O S	Thomas and	Partners Pri		Limited
	n. July 19			Limited
(a) the company *has/lo covered by those acc	IS NOT in my opinie i ke ounts;	pt proper accounting reco	rds and other books during	g the period
As also assessed the second	rred in my report to an	ed in accordance with this	the accounts. (conv at	4 n a k a a l l
(b) the accounts *have/h †(c) I *have/have reference		y detect of irregularity in		
(b) the accounts *have/b †(c) I *have/base not refer † Particulars of any defect or irregularity refere			1 17722 777	cached)
†(c) I *have/kwx xsorefe		hed.	1 1 1 1 1 1 1 1 1	(acned)
†(c) I *have/kow notes of †Particulars of any defect or irregularity referen	d to in the report should be attac	Signatur	,	
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†(c) I *have/kmx xxxxefefe †Particulars of any defect or irregularity refere 2. Certificate in respect of a compa subsections (1) or (2) of section For the purposes of subsect financial year to which the accoun (i) the company *has/ha financial position of t (ii) the company *has/ha	any, the accounts or grown, the accounts or grown 165n of the Companies is or group accounts religious test account he company; s not kept its accounting s not kept its accounting	Signatur p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p accounts of which, by re- p account	ason of the circumstances re	eferred to in spect of the actions and
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†(c) I *have/kmx xxxxxefe †Particulars of any defect or irregularity refers 2. Certificate in respect of a compa subsections (1) or (2) of section For the purposes of subsect financial year to which the accoun (i) the company *has/ha of the company *has/ha of the company *has/ha company to be conve	iny, the accounts or gree 165n of the Companies ion (5) of section 165n of ts or group accounts rel is not kept such accoun- the company; is not kept its accounting in prepared from time to is not kept its accounting in the company;	Signatur p accounts of which, by re- Act, 1961, are not audited, of the Companies Act, 196 ate, that: ting records as correctly re- records in such a manner time; g records in such a manner didted in accordance with the	ason of the circumstances re of, we hereby certify,‡ in re ecord and explain the trans- as would enable true and fa	referred to in- spect of the actions and actions and actions of the

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.

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day of Jack rv

Srd

DATED this

M 10730 D. West, Government Printer

R67

Certificate to be Completed by No-Liability Companies

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

- the date when rach call made since the date of the last fetters, or in the case of a first return since incorporation, was payable; the dates since the last return or incorporation when shares furfeitle. The offers of the same that the place of offer; the number of shares sold at each sale of forfeited shares node since the faller of the last return or in the case of a first return tin the number of shares unsold at each offer for sale of furfeited shares made since the date of the last return or in the case of a first the number of shares unsold at each offer for sale of furfeited shares made since the date of the last return or in the case of a first the number of shares drivened of pursuant to solderstand to be builded and its energy-folder at light Companies Act, 1901, it is not the folders of the last of the last shares of the last of the la

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;
- (b) having made an inspection of the share register that transfers been registered since the date of the last annual return1 the ince poration 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) 4that 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
- (e) 5that 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.
- the company pursuant to section 1654 of the Companies Act, 1961, did not appoint an auditor.
- 7that at the Annual General Meeting held on the company pursuant to section 1658 of the Companies Act, 1961, did not appoint an auditor.

- 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 tembers exceed fully.

 Strike out this paragraph except in the case of a proprietary company whose tembers exceed fully.

 Strike out this paragraph except in the case of a proprietary company that is an unfinited company no ranger 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 unfinited company or a competition that most than on a month before that meeting out to appoint an auditor.

 Strike out this paragraph is the company and the appoint an auditor.

 Strike out this paragraph is grouple able. Now, this paragraph is not a secund proprietary company that is not an unfinited company where all the members agreed not most the support of the Commonwealth is an exempt proprietary company that is not an unfinited company all the members of support and paragraph is only applicable to an exempt proprietary company that is not an unfinited company all the members of
- meeting just to appoint an auditor, after. Note, this paragraph is only applicable to an exempt proprietary company that is not an unfinited company all the increbers of much before the Annual General Meeting not to appoint an auditor. 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

of June, 1970, to the Evidence (Reproductions) at this transparency is made as the nineteenth day person declared by of the Ev Section Section Government Gazette on o

Corporate Affairs,

d in for

notification published an approved person for

Commissioner

person for HEREBY

be an approved per Act, 1967, DO HER a permanent record of

Attorney General

Government

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Form 3A

NEW SOUTH WALES

P15 12

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

SUPPLEMENTARY DOCUMENT

C11 M 18218 Regn. No. 148278-31 Location No. Date and Batch No. Filmed_ Filed_

Document No.

554078

	Company Na	me: DS	THOMAS & P	ARTNERS PTY LITD	
	This docum		ded to be read	with and to form part of	recorded
No	13259			lodged in the Office of	the Corporate
Affairs Comm	ission on or ab	out	22nd Dec	ember	1977_,
which is to be	e supplemented	in the mann	er following:		
				nt is to be supplemented).	Prescribed For & 15
	of the Ar		urn for the	calendar year 19.76	TOTAL K.S.W. FEES S
	name of the		is reserve	ed in the participati	25
	Queensland	. Victor	ia and West	tern Australia	NA
C/- Peat	Marwick Mit	chell & Co	., 447 COLLIN	Street, Brisbane, Qld. S Street, Melbourne. Vi 191 St. George's Terrace	
DATED at	Sydney	, this	28th	day of August	, 19 78 .
	Sydney		2001		
			7	Signature and descript	Secretary
	ent is to be s intended to sur		e person or per	sons who signed the docume	ent which this
*Insert desc	ription of docur	nent		Lodged in the Offic	
Lodged by:_	p.S. Thomas	& Partn	ers Pty. Lt	d.	
	46-48 Nich		and the state of t	28 AUG 197	8
	St. Leonar lo.: 438339		w.2065 —	0	

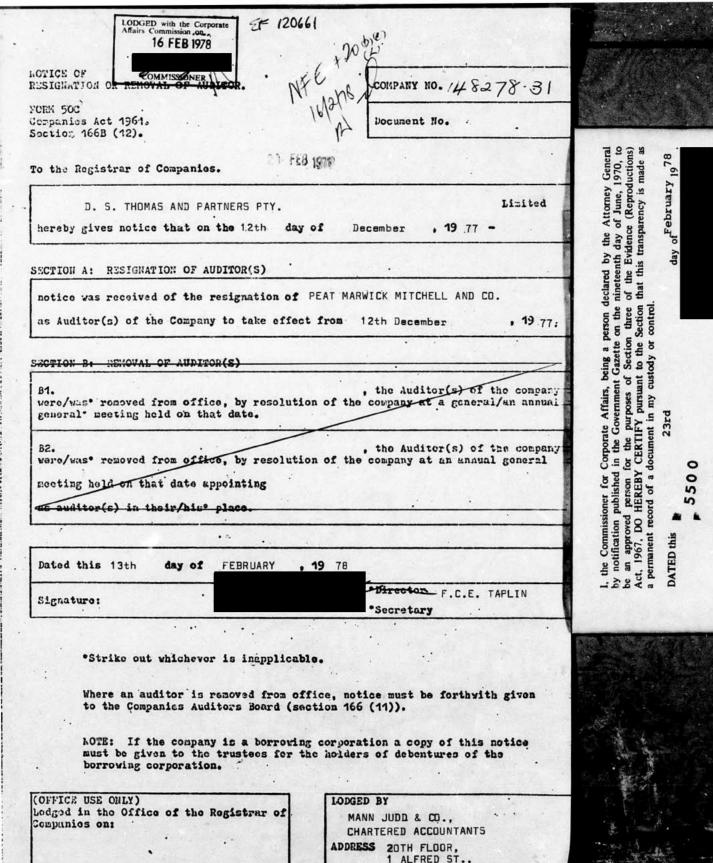
I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant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

1979

May

day of

twenty-ninth



SYDNEY.

CTEMPAR OF COURINTER

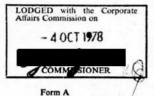
27-7551.

COMMISSIONER

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160



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 7	018, N.S.W. 2001)		
	5. THOMAS AND PAR Wenty ninth	day of	September	Limited 19 7 8
* the date of this return	9th September	1978		31 12-11
	ed office of the company is: exxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx	xx2868	. 2065	
3. The name of the company N/A.	is reserved in the participati	ing States of:		
4. The address of the principal N/A.	I office of the company (if a	any) in each particip	ating State is:	
5. The address of the place at At registered of		pers is kept if other t	than the registered office is:	
6. The business names under	which the company carries	on business are:		

Lodged by: -	Mann Judd & Company.							
_	1	Alfred	Street,	Sydney.				
Phone:	2	7-7551.						
Date forward	ed:							
Con maid:	380	across re fee	\$50.00					

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.

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.

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

COMMISSIONER

1978

Oct.

5

eleventh

DATED this

M 10730 D. West, Government Printer

PART B

7. NOMIN	AL SHARE CAP	TAL S 10	0,000	- Carlo (1872)		5.000		ares of	\$ 1.0	u each
	imber of shares tak ne dan of the return			Sep. 1	-70-	2,502 300	Orden	"A" ares of }	s 1.0	0 each
то	TAL ISSUED CA	PITAL (Nom	inal Value)				2	2,802		
(a) (b)	of shares issued: Subject to payme As fully paid up of As partly paid up	otherwise than	in eash .		 		_	2,802		
	TAL of items 9 (a),		arres on avail					2,802		
0. "Nuraber	r of shares (if any)	of each class is	ssued at a dis	scount				-		
	ount of discount o	n the issue of s	hares which I	has not bee	n written	off at the	s	-		
	re has been called	up on each of	2.80	12		shares		1.00		
	re has been called		-,00	-		shares	17.53	-		
	re has been called	up on each of				shares	S_			
	Of calls received			lication and	allotme		5_	2,802		
(b)	 (If any) agreed to which have been 	be considered issued as fully	as paid on paid up othe	rwise than	in cash	shares	S	-		
(c)	(If any) agreed to which have been	be conside	as Paid on			shares				
	per share otherwi	se than in cash					S			
ТО	TAL of items 13 (a	a), (b) and (c)			••		<u>s_</u>	2,802		
4. Total an	nount of calls unpa	id					S	-		
	nount of the sums (intures since the dat				spect of a	iny shares	S	-		
					in respe	ct of any				
	nount of the sums			of discount				-		
6. Total an	debentures since	the date of the		of discount			5_	-		
6. Total an	debentures since imber of shares for	the date of the	last return	of discount			5_	-		
 Total an Total nu Total an 	debentures since imber of shares for nount paid (if any)	feited . on shares forfe	last return			(whether	SS			
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* Held in trust for Lethe Pty. Limited.

ST 2919-2

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. 1978. day of Oct. eleventh DATED this

COMMISSIONER

6000

M 10730 D. West, Government Printer

⁽If space insufficient, use Continuation Sheets and initial)

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
- 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

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

Dennis J Mattiske Kerry C D Roxburgh

Gold Fields House 1 Alfred Street Sydney Cove NSW 2000 Australia

Telephone 27 7551 Telex 24528 Cables Manjud Sydney



DATED this

10730 D. West, Government Printe

COMMISSIONER

1978

Oct.

6

day

eleventh

Liabilities:

Unsecured loan from - D. & J. Services Pty.Limited - 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.

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

M 10730 D. West, Government Printer

COMMISSIONER

1978.

day

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 case of directors particular directorships required to section 134 (2) (c) a (if none, state)	lars of other be shown by and (3).
Directors MATTINGLEY, MAURICE			-	N
ALBERT	0. 5		Engineer	None
TAPLIN, FRANCIS CYRIL EATON	:1" :		Engineer	None
Manager (if any)			and the second	
RAJU, SEMANGAL DEVI	-			
	MANN HIDD & CC	1 ALEDED CTO	ET CYDNEY COVE	

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

registered or principal office should be shown, to usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of-

- (a) 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
- (b) 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. 30TH JUNE, 1977 for the year ended

- (a) the company *has/has-net in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts *have/have-not been duly audited in accordance with this Act;

t(c) I *have/have-not referred in my report to any defect or irregularity in the a

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

Signature

Cortificate in respect of a company, the accounts or group accounts as subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the pusposes 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;
- (ii) 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;
- (iii) 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;
- (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Attorney General of June, 1970, to Evidence (Reproductions) Government Gazette on the nineteenth declared Section Section purposes of IFY pursuant pursuant .5 ō Commissioner notification Act, 1967.

1978

Oct.

Jo

eleventh

COMMISSIONER

10730 D. West, Government Printer

BT 2910-3

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

alls 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 should at each sale of forfeited shares made since the date of the last return or in the case of a first return since (d) the number of shares disposed of parsuant to subsection (f), section three hundred and swenty-four of the Companies Act, 1961, since the date 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

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 provisious of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with;
- (b) having made an inspection of the share register that transfers have not been registered since the date of the last annual return
- (c) 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;
- ere and thereafter have continued to be memb
- (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 SA of the Companies Act, 1961, did not appoint an auditor
- the company pursuant to section 165s of the Comp Act, 1961, did not appoint an guditor.

Signature: Secretary

- Iferentian the case of a proprietary company whose memoral seasons are considered to the company of the company proprietary company proprietary company proprietary company proprietary company that is an unlimited company on member of which inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company or a corporation that take or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company or a corporation that take or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company of the members agreed not inspection. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of in our month before the Annual General Meeting not to amount an auditor.

 It is the same person in the capacity of both director and as retary will not be accepted. See section 132 (5) of the Companies Act, 1961.
- (7) Strike out this paragraph if roopel which agreed not more than one which agreed not more than one (8) NOTE: A certificate signed by the

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.

(Reproductions) e Attorney Genera Evidence (Reprenting transparency is þ nineteenth of the Evic declared on the n person Gazette or æ jo Affairs, 1 the Government person for the HEREBY CERTI E jo published 6 Commissioner DO HER n approved 1967, DO I notification permanent

day of Oct.

10730 D. West,

COMMISSIONER

NEW SOUTH WALES

COUNTER MAIL

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

SUPPLEMENTARY DOCUMEN

Regn. No. 1482 Location No.

Date and Batch No.

Filmed_ Filed_

	Company Name: D. S. THOMAS AND PARTNERS PTY. LTD.	
	The State of Manager and State of State	
	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 Commis	ission on or about 4th OCTOBER	19_78,
which is to be	supplemented in the manner following:	
(Here set out t	the manner in which the registered document is to be supplemented).	43506
AUDITO	ORS REPORT IS AMENDED AS ATTACHED.	

DATED at SYDNEY , this TWENTY NINTH

DECEMBER

, 19 78 .

and description) Secretary)

(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

CII

Lodged in the Office of the Corporate Affairs Commission on:

16 JAN 1979

Containsioner

Jan

day of

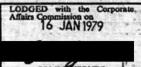
Companies Act, 1961

Sections 158 and 160

322859

COUNTER MAIL

CODE:



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)
Res. 10. 148278-2 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 19 78
1. The accounts of the company *were were not laid before the Annual General Meeting of the company held on
being— 29th DECEMBER 1978
* 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:
TO THE STATE OF THE PROPERTY O

Please complete:

Lodged by:

GOLD FIELDS HOUSE, 1 ALFRED ST.

SYDNEY. 277551

15-1-79

\$50.00

Fee paid: \$50.00 (For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, where the company keeps a branch register in a place that is in a State or Territory of the Commonwealth, within two mor after the date of the Annual General Meeting.

If lodged within the prescribed period—
Exempt Proprietary Company
Non-exempt Proprietary Company
Public Company
With additional fee of \$25 for an Exem
Non-Exempt Proprietary or Public Comp
for EACH participating STATE in which
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.

6461 Jan

6 day

the Attorney General day of June, 1970, to

of the Evidence (Reproductions) that this transparency is made as

DATED this

permanent record of a document in my custody

notification published

ST 2910-1 D. WEST, GOVERNMENT PR

	35	

7. NOMIN	AL SHARE CAPIT	AL \$100,000	divided into ¹ $\frac{5000 \text{ o}}{95,000}$	Shares	of \$ 1.00 each
(being th	e date of the return	n up to the 29thay of I or other authorized date)	DEC. 1978 } 2,502		
The second secon		PTTAL (Nominal Value)		3 2/002	
(a) (b) (c)	As partly paid up	therwise than in cash	hare otherwise than in cash we with total in item 8)	2,802 - 2,802	
10. Number	of shares (if any)	of each class issued at a disco	ount		
11. Total an		the issue of shares which ha		5 -	1-4
(b) The	re has been called u re has been called u re has been called u	p on each of	shares shares shares	\$ 1.00 \$ - \$ -	
(b)	Of calls received in (If any) agreed to which have been is (If any) agreed to		vise than in cash shares	\$ 2,802 \$ - \$ - \$ 2,802	
	nount of calls unpai			e -	
				3	
or deber	ntures since the date	any) paid by way of commission the last return	sion in respect of any snares	5	
16. Total ar		(if any) allowed by way of he date of the last return	discount in respect of any	s	
17. Total nu	mber of shares forf	eited			
	nount paid (if any)			ş -	
	ersonal) or underta	edness of the company secure king of the company each charge REGISTERED	'' '	S -	ws:
R	egistered number	1	egistration	Amount of i	ndebtedness at f this return
N/	/A.			-	
LIST OF PI LIMITI the return NOTE: If the m	ERSONS holding shall be a continued in the continued in the continued in this List are not arrest in the List are not arrest in this List are		RT C S AND PARTNERS PT of DECEMBER ne shares so held. Belont to enable the name of any person	TY. 1976	(being the date of
Folio in Register Ledger		Names	Addresses		* Number of shares held by existing
containing particulars	Surname	At least one Christian name and other initials			members †
1	THOMAS, DO	NALD S.			834 Ord."A"
2	TAPLIN, FR	ANCIS. C.E.			100 Ord. "B" x 834 Ord. "A"
3	MATTINGLEY	, MAURICE. A			100 Ord. "B" x 834 Ord. "A" 100 Ord. "B" x
		(If more building one C	outlemention Shorts and Initial		Section 1

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteentii 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. 1979 Jan day of thirty-first 6300 17. M 10730 D. West, Gor DATED this

LUDITORS' REPORT

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

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.

- The accounts of the company have been pregared on a going concern basis.
- Note 15 to the accounts reports that the company has been advised or 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 excalation 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.
- 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 it tibe 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

Telephone 27 7551 Telex 24528 Cables Maniud Sydney

Frederick A Bowman Dennis J Mattiske Kerry C D Roxburgh

Gold Fleids House Sydney Cove NSW 2000 Australia

Control Manney / Director"

of June, 1970, to (Reproductions) trency is made as Attorney of June, 1 declared by the Attorney in inneteenth day of June, of the Evidence (Repronthat this transparency is the ò declared on the rather section Section to the S Gazette ō Government CERTI

n approved person f 1967, DO HEREBY notification published

jo

Commissioner

COMMISSIONER

Liabilities:

Unsecured loan from

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

71,388 43,218

5. In our opinion

- 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.
- 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 cf that Act to be dealt with in the accounts.
- 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

Registere 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 with a copy of every document required hy law to be attached or annexed thereto.

company at the Annual General Meeting



nth day of June, 1970, to Evidence (Reproductions) is transparency is made as 50 in the Government Gazette on the nineteenth purposes of Section of a document in my

ct, 1967, DO HEREBY CERTII

notification published

being a person

AUDITORS' REPORT

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

- 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.
- 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) Other amounts receivable from Rocspa Pty.Limited (after provision for non-recovery) Moneys held by a third party pending settlement of a legal dispute

Nil

Nil

\$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.

slared by the Attorney General neteenth day of June, 1970, to the Evidence (Reproductions) at this transparency is made as nineteenth declared Section Gazette on Section to the S Affairs, being 6 Government Corporate approved 67, DO notification

HEREBY CERTIFY pursuant to ord of a document in my custod thirty-films

1

DATED this

John R Biddle Frederick A Bovman Dennis J Mailiske Kerty C D Roxburgh Gold Fields House † Alfred Street Sydney Cove NSW 2000 Australia Telephone 27 7551 Telex 24528 Cables Manjud Sydney

Secretary/Manages/Director"

Liabilities:

Unsecure ! loans from

- D. & J. Services Pty. Limited

- Acoustic & Environmental Pty. Limited

71,388 43,218

. 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 introluced. 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 152 of that

c) the accounting and other records and registers required by the said Act to be kept by the company have been properly ept in accordance with the provisions of the Act.

Act to be dealt with in the accounts.

MANN JUDD & CO.

K.C.D. BOABUR H - A Partner

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

20th December, 1978.

"I hereby certify this to be a tens. 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

Secretary/Manager/Director

Government Gazette 6 document in my DO HEREBY CERTIFY notification published

the Commissioner

the Evidence (Reproductions) this transparency is made as

6

COMMISSIONER

DATED thi

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
4 - 1 - 1 - 2 - 2 - 1			
Manager (if any)	100		40.0
Secretaries			ACCOUNTANT, NONE
RAJU, SEMANGAL DEVI		rate or laterature	
Auditors for current financial year and	MANN JUDD & C	O., 1 ALFRED ST	TREET, SYDNEY COVE.

address:

propriation its corporate name and registered or principal office should be shown.

ctors 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) 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

(b) a company that, during the whole of the imascial 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 30th June, 1978 for the year ended . thatf

(a) the company *has/has accounts; in my opinion kept proper accounting records and other books during the period

(b) the accounts *have/hove-not been duly audited in accordance with this Act;

†(c) I Share/have and referred in my report to any defect or in

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

Auditor

subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

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

(i) the company "has has not kept such accounting records as correctly record and explain the transactions and financial position of the company;

(ii) 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;

(iii) 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;

(iv) the accounts and group accounts (if any) "have/have not been properly prepared by a competent person.

Director

2 Evidence (Reproductions) is transparency is made as 6661 of June, 1970, Attorney Jan day ď by nineteenth declared 6 in the Government Gazette on the of Section three being a custody Corporate Affairs, person for the purposes HEREBY CERTIFY pursu thirty-first document in notification published • ğ 5 Commissioner approved 967, DO F permanent DATED this Act, 1967,

COMMISSIONER

d

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of furfelted 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 marresultance were outsided to have any place to the place of a first return since the date of incorporation 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 silter-changet of the last return or in the case of a first return since the date of incorporation;
 a) the number of shares disposed of pursuant to subsection (3), section three hundred and twentadour 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 have been registered since the date of the last annual return the converge.
- (c) 2that 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.
- the company pursuant to section 165a of the Companies Act, 1961, did not appoint an auditor.

Director⁴
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.
- In the case of the first annual return of a proprietary company, strike out the words "last annual ret
 Strike out this paragraph except in the case of a proprietary company whose members exceed fi
- (5) Strike out except in the case of an exempt proprietary company.
 (6) Strike out except in the case of an exempt proprietary company that is an unlimited company no member of white 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 the under the law of another Batts or a Territory of the Common wealth is an example proprietary company that is an unlimited company where all the members agreed an
- which agreed not more than one month before the Annual General Meeting not to appoint an auditor.

 (E) 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.

eteenth day of June, 1970, to the Evidence (Reproductions) it this transparency is made as Attorney the nineteenth declared 5 Section three person Gazette on Section 6 Government purposes document in 5 HEREBY notification published Commissioner 8 permanent

Section three of the Evidence (Reproductions) to the Section that this transparency is made as ody or control.

day of Jan 1979.

COMMISSIONER

7

DATED this

M 10730 D. West, Gover

Form 3A P/S 62

NEW SOUTH WALES

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

SUPPLEMENTARY DOCUMENT

Regn. No. 148278-31 CON 148 Location No._ Date and Batch No .. Filmed_ Filed_ Document No.

Company Name: D.S. THOMAS & PARTMERS PTY LTD This document is intended to be read with and to form part of ANNUAL RETURN recorded 322859 lodged in the Office of the Corporate Affairs Commission on or about 16th January, 1979 _19_79. Prescribed Fee \$ -15 which is to be supplemented in the manner following: LC.A.C. FEES (Here set out the manner in which the registered document is to be supplemented). N.S.W. 5 1014' K.S.W. FFES 2 Item 3 of the Annual Return for the calendar year 19. 25 should correctly read: "The name of the company is reserved in the participating States of TOTALI.C.A.C. FEESS queensland, Victoria and We term 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. Veritatem Numinees I'm himsky Veritaten Nammers Pro binuta Verstatem Rominers i'm Limital 16th DATED at STANZY 111111 , 1979 , this day of

person declared by the Attorney General on the nineteenth day of June, 1970, to a three of the Evidence (Reproductions) Section that this transparency is made as June 1979 s of Section three cuant to the Section 1 custody or control. notification published in the Government Gazette document in my for for person Commissioner

(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 and Co

GOLD FIELDS MOUSE 1 Alfred St Sydney Cove

Telephone No.: 27-1551

C11

M 18718

Lodged in the Office of the Corporate Affairs Commission on:

Commissioner

10730 D. West, Government Printer

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

395161



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)

O PART A	
Reg. No. 148278-31 PART A	
Annual Return of D.S. THOMAS AND PARTNERS PTY.	Limited
made up to the 31st. day of DECEMBER,	19 79
being the date of or a date not later than in fourteenth day after the date of the Annual General Meeting in 19	919
1. The accounts of the company *were *were not laid before the Annual General Meeting of the company held on	
31st. DECEMBER, 1979	
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	
46 - 46 NICHOISON Street, St. LEONARDS. N.S.W. 2003	
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:	110
N/A	
6. The business names under which the company carries on business are:	
N/A	

CERTIFIES of purposes HEREBY for January person 18 this transparency be an approved (Reproductions) of Section that

the

delegation from

the Attorney

Gazette

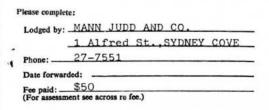
declared

COMMISSION

notification September

day of 2

pursuant Section 8



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.

If lodged within the prescribed period—

Exempt Proprietary Company 5 50

Non-exempt Proprietary Company 5 75

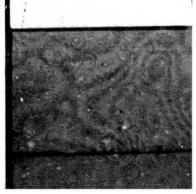
Public Company 5 200

Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

reserved. N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional

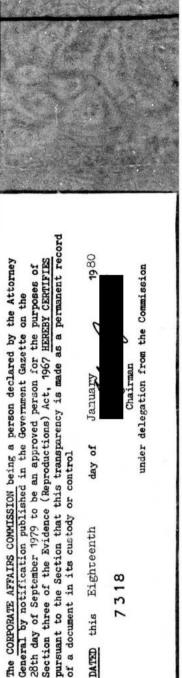
If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.



PARI D					
Summary	of	Share	Capital	and	Share

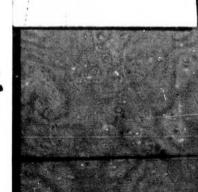
	4.13		divided into	$\frac{5,00}{1}$	O ORD "A	"-ì -	1 00	each
7. NOMIN.	AL SHARE CAPI	TAL \$100,000		95.00			1.00	-cucii
8. Total num	mber of shares take	en up to the 31st day or other authorized dat	of DEC.19	$\frac{79}{30}$	2 ORD "A	")	1.00	each
		PITAL (Nominal Value	15		280	48.90		
9. Number	of shares issued: Subject to paymen				280	12		
		therwise than in cash						
(c)	As partly paid up	to the extent of	per share otherwi	ise than in ca				
TO	TAL of items 9 (a),	(b) and (c)—(this should	agree with total	in item 3))2		
10. Number	of shares (if any)	of each class issued at a	discount .		·			
date of ti	his return	the issue of shares which	h has not been w	ritten off at t	ne \$			
	re has been called u		1	shar	res \$ 1.0	00		
	re has been called u			shar	27			
13. Total an		ip on each of		shar				
(a)	Of calls received in	ncluding payments on ap be considered as paid or	pplication and all		\$ 280)2		
100	which have been i	ssued as fully paid up of	therwise than in	cash	\$			
(c)		be considered as paid or ssued as partly paid up t		shar	res			
0.00	per share otherwis	se than in cash			5	-		
тот	TAL of items 13 (a), (b) and (c)		· ··	\$ 280	12		
14. Total am	ount of calls unpai	d			\$=			
15. Total am or deben	ount of the sums (if tures since the date	f any) paid by way of con	nmission in respe	ct of any shar	res			
		(if any) allowed by way		respect of a	ny	_		
	debentures since th	he date of the last return						
17. Total nu	debentures since the	he date of the last return	i		-			
	debentures since the mber of shares forf	eited	i					
18. Total am	mber of shares forf ount paid (if any) nount of the indebt	on shares forfeited		operty (wheth	s=			
18. Total am	mber of shares forf ount paid (if any) count of the indebtersonal) or underta	on shares forfeited edness of the company s king of the company	ecured on the pro		s			
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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 January day of Eighteenth this

DATED



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

dispute Liabilities

Unsecured loans from - D. & J. Services Pty. Limited

Moneys held by a third party

pending settlement of a legal

\$71,388

\$18,435

document required of every do

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Annual General Meeting

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80 CERTIFIES of purposes HEREBY declared by Government Gazette (Reproductions) Act, 1967 Chairman January under delegation of September 1979 to be an approved person person ø General by notification published in the fo

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this

148278

Companies Act, 1961 (Section 103 (2))

Certificate of Registration of Charge

This is to Certify that a DEED OF EQUITABLE CHANGE

dated the

eighteenth

day of

, 19 74, created by

D.S. TECMAS & PARTHERS PTY. LIMITED

COMMUNCI L A CEMERAL ACCEPTANCE LINITED

to secure the sum of one hundred thousand dollars

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

Diven under the seal of the Corporate Affairs Commission at Sydney, . 19 74. twenty-fourth April day of this

Commissioner

C. 91

FORM 25

NEW SOUTH WALES

Companies Act, 1961

Sections 100 (1) and 102 (1)

039307

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:	18th 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 accurity as records all and singular the undertaking and assets of D. S. Themas & Partners Pty Limited whatsoever and whereseever situate both present and from the including its unpaid capital.
6.	The natoes and addresses of the persons entitled to the charge are:	

18 1 Dated this

A FA (9/4) w 16 mist.

day of

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

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. O " ALLORAN LOW LY ASSOC 107 GALNER ST

being a person deduced by the Attorney General 1971, to the Evidence (Reproductions) poisuant to the Section that this transparency is made must centle day of June. a devenient in my castody or control

COMMISSIONER

May

[.] Strike out whichever are inapplicable.

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

D. S. THOMAS & PARTNERS PTY LIMITED

1,	of	
	do	solemnly and sincerely

declare as follows:

- 1. I am See to Cong. of D. S. Thomas & Partners Pty Limited.
- 2. I was present and did see the execution by Reveald Sandonson of Deed of Equitable Charge dated the Company being duly affixed thereto in my presence on the 18 day of 6 f (. 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 Declarations 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.

this 15 d day of april 1974 Before Me.

A Commissioner of Allidavin for the Community of Princip Company Walker

I, the Commissioner for corporate by notification published in the Government Gazette on the mneteenin day or seed, by notification published in the Government Gazette on the Evidence (Reproductions) be an approved person for the purposes of Section that this transparency is made as 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.



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

BETWEEN: D.S. THOMAS & PARTNERS PTV 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 Engineer, MAURICE ALBERT MATTINGLEY of Sydney, Engineer, ERIC SHELMERDINE of Engineer and FRANCIS CYRIL EATON TAPLIN of 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

(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 the letter "A" referred to in the Declaration of the letter "A" referred to in the Declaration of the letter "A" letter an letter and the letter "A" letter and the letter and the letter "A" letter and the letter "A" letter and the letter

A Commissioner of Affidavits for the

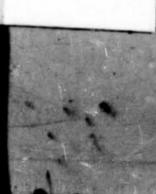
I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant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

day of Bay

COMMISSIONE

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DATED this

"A"

PART 1

DEFINITIONS AND INTERPRETATIONS:

- 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 incidential 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 it 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.

declared by the Attorney General numereenth day of June, 1971, to of the Evidence (Reproductions) transparency of the Ev person declared Section Section the Government Gazette on the for Corporate Affairs, being a 13 the pur a document ni bahaldaq ğ PERSON 1 BY Commissioner notification permanent

Attorney General
May 1974.

Vay 1974.

that this transparency is made a day of May 1974

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JATED this

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- (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:-

1.5

- (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;
- The expression "subsidiary Company" or "subsidiary" (vii) 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.

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 rtcacee statutory or otherwise.

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PART2

ACKNOWLEDGEMENTS AND REPRESENTATIONS:

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- The Mortgagor warrants to the Mortgagee that the 2.1 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.
- The Mortgagee has agreed to lend to the Mortgagor at the 2.3 request of the Mortgagor and the Guarantor the sumof ONE HUNDRED THOUSAND DOLLARS (\$100,000.00)

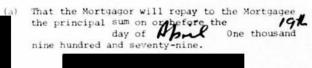
(hereinafter called "the principal sum") upon having repayment of the principal monies secured in the manner and upon the terms hereinafter appearing.

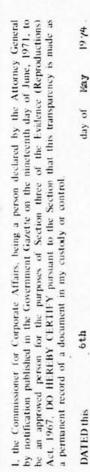
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NATURE OF CHARGE, COVENANTS AND AGREEMENTS:

- 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.
- 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:-





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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 1912 day of 1974 the first of such instalments to be made on the day of 1974 and 1974 the oday of each thereafter on the day of day of each succeeding month PROVIDED ALWAYS and it is hereby 1974 and 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. heing a person declared by the Attorney General of the Evidence (Reproductions) 走 OMMISSIONE to the Section that this transparency is made notification published in the Government Gazette on the mineteenth day of June, May 5 Section three my custody or control 1967, DO HEREBY CERTIFY pursuant for Corporate Affairs, purposes a document to person for a permanent record of an approved DATED thus

- (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 Mortgagoe the receipt is every such payment.
- (iv) That as to such parts of the mortor job 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 Mortgager will insure and cause to be insured and cause to be kept insured with an insurance 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 effectsuch 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.

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- (vi) That the Morteager will duly and punctually comply with amiobserve 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.
- (vii) 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 Mortgador.
- That the Mortgagor will obtain and renew from (x) 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 thereo:

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(x1) 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 trunsfer of any such license to be held in escrow by the Mortgagee pending the fulfilment of thecoverants 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 Mortoagor 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 o. 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 Mc tgagor 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 acquire

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(xv)	That any subsidiary occpany 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 Mortgagor 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.
- That neither the Memorandum nor the Articles (xix) 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 11.0 Articles of Association of the Mortgagor required to be given to the members thereof forwar to the Mortgagee a copy of the notice of any neeting 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 he 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

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- 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.

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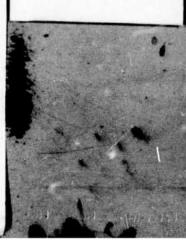
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PART 4

DEFAULT: .

- 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:-
 - 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;
 - If a Receiver of the undertaking or any part there-(iii) of 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;

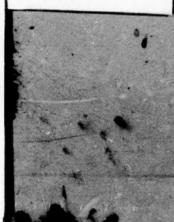
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- (viii) If the statement of Assets and Liabilities and Profit and Loss Account of the Mortgagor shall not be duly made out in accordance with its Articles of Association and as required by law and reported on by an auditor approved of by the Mortgagee 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 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
 - 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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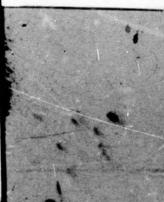
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- (xiii) If the continued carrying on of the business of the Mortgagor would in the opinion of the Mortgagee by reason of trading losses by the Mortgagor or by the Mortgagor and its subsidiaries (taken as a whole) endanger the security of the Mortgagee;
- (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 :
 - 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 other-
 - (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;

- 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.
- (11) 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;
- (V1) 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;
- To employ or engage managers professional consultants (ix) 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;

 the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the mineteenth 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 document ğΞ, record be an approved Act, 1967, DO I permanent

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- To carry out and enforce specific performance or (xi) 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 Mortgageeand 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.

- In addition to the power hereinbefore given the Mortgagee 4.4 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.
- The Mortgagee may at any time give up possession of the 4.5 mortgaged premises and may withdraw the receivership.
- At any time after this security becomes enforceable and from 4.6 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 Dead.

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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.

leclared by the Attorney General nineteenth day of June, 1971, to the Evidence (Reproductions) t this transparency is made as the person declared by of the Ev that this t Section three of to the Section 1 the Commissioner for Corporate Affairs, being a person dinotification published in the Government Gazette on the an approved person for the purposes of Section three at, 1967, DO HEREBY CERTIFY pursuant to the Section permanent record of a document in my custody or control. a permanent record of the Commission
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PART 5

GENERAL:

- 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 orotherwise 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 prejudically 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

3 1971. is made the Attorney porate Affairs, being a person declared by the Attorney the Government Gazette on the nineteenth day of June, that this transparency To Section three custody or control the Commissioner for Corporate Affairs, being a poses of pursuant burposes a document in RTIFY the REBY CE notification published in person for a permanent record of an approved

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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 arisingfrom 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.
- 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 negatived or varied to the extent that they are in-consistent with the (terms and provisions herein expressed.

1971, to he Commissioner for Corporate Affairs, being a person declared by the Attorney General notification published in the Government Gazette on the nineteenth day of June, 1971, to of the Evidence (Reproductions) that this transparency is made Section custody or control. Section three for Corporate Affairs, being a be an approved person for the purposes of Act, 1967, DO HEREBY CERTIFY pursuant a document in my 6 the Commissioner a permanent record 5 A 2

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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.

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) I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General Act. 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made a permanent record of a document in my custody or control

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PART 6

GUARANTEE

- 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 forebearance 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.

General 1971, to of the Evidence (Reproductions) of June, 1971, Attorney transparency the in the Government Gazette on the nineteenth day the Commissioner for Corporate Affairs, being a person declared by that this Section Section three to the Purposes of S IFY pursuant t a permanent record of a document in my RTHFY REBY CE for notification published DEFSOR 1

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- 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.
- 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.

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.

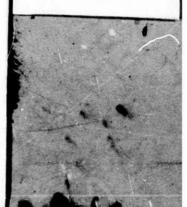
the inneteenth day of June, 1971, to here of the Evidence (Reproductions) etton that this transparency is made as nitrol.

day of May 1974.

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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 Director the presence of: Secretary THE COMMON SEAL of ROCSPA PTY LIMITED was hereunto affixed by authority of the Board of Director Secretary SIGNED in my presence by the said DONALD SANDERSON THOMAS SIGNED in my presence by the said MAURICE ALBERT MATTINGLEY who is personally known to me.

Guaranter

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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.

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

onally known to me.

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

Guarantor

Guarantor

I, the Commissioner for Corporate Alfairs, 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.

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LODGED in the Office of the Corporate Affairs Commission on 1 0 DEC 1974

NEW SOUTH WALES

Companies Act, 1961

Sections 100 (1) and 102(1)

FOR OFFICE USE ONLY Reg. No 148278

Location No

Date and Batch No.

Film W/Sheet No.

085405

COMMISSIONER

STATEMENT OF PARTICULARS TO BE LODGED WITH CHARGE

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castiercagh Street

D.S. THOMAS & PARTNERS PTY.

Form 26

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:	29 th day of Leptonber, 1974.
3. The description of the instrument creating or evidencing the charge is:	
4. The amount secured by the charge is:	Advances from time to time made by the Mortgagee,
	All of the assets and undertakings of the Company both present and future including uncalled capital and assets acquired after any date of crystalizat- ion.
	Australia & New Zealand Banking Group Limited, Martin Flace & Fitt Street, Sydney, N.S.W.

Dated this

29th

November

Directory.

* Agent in New South Wales

· Strike out whichever are inapplicable

PLEASE COMPLETE

Lodged by: E.H. TEBBUTT & SONS,

82 FITT STREET,

SYDNEY, N.S.W. 2000

232 2955 Phone No.:

Date forwarded:

Fee paid:

If receipt is required please tick

\$12 including fee for certificate within

Time for Filing:

30 days after the creation of the charge.

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

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

*

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day of December

COMMISSIONER

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DATED

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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 & PARTHERS PTY.

LIMITED

29H

in the State of New South Wales Company Secretary being duly sworn makes

oath and says as follows:-

1. 1 am the Secretary of

D.S. THOMAS & PARTHURS PTY.

LIMITED

2. I was present and did see the execution by D. J. TELMAS & PARTHERS TTY.

LIMITED

of a Mortgage Debenture dated the

29-H

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

One thousand nine hundred and

neventy 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

before me:-

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

NORTH SYDNEY

notification published in the Government Gazette on the nineteenth day of June, 1970, to of the Evidence (Reproductions) the Commissioner for Corporate Affairs, being a person declared by the Attorney General 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 a permanent record of a document in my custody or control

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of December

day

COMMISSIONER

100030-4170

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

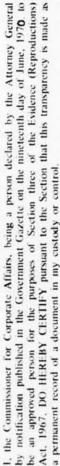
to secure advances from time to time

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 . 19 74.

Commissioner





day of December 19 74

COMMISSIONER

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

19 74

Before me:-

Adustice of the Peace for the COWLEY

SOLICITOR

This Mortgage Debenture

NORTH SYDNEY is issued under the powers contained in its

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

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

State (hereinafter called "the Mortgagor") to AUSTRALIA in the said AND NEW ZEALAND BANKING GROUP LIMITED (hereinafter called "the Bank") WITNESSES that WHER AS 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 DOTH 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 beretofore 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 for 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

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

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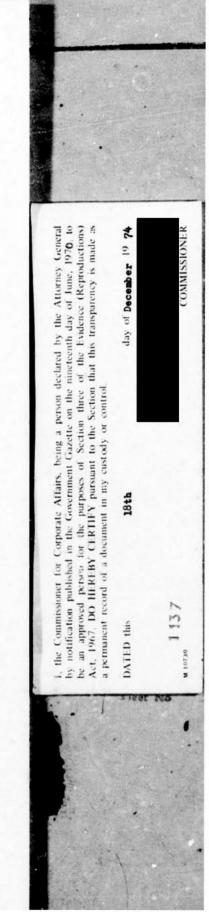
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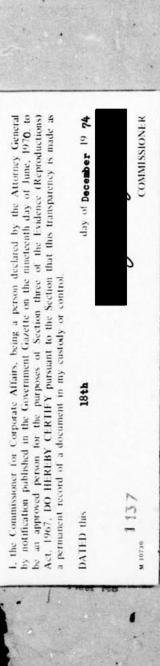
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advanced by the Bank or to have been actually paid for any purpose whatsoever. And it is declared that a certificate in writing signed by any officer of the Bank certifying to the rate or rates of interest from time to time or at any time charged by 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 DOTH 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 lessec 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 ponctually 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 Mortgagod 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 onwo 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.



- 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 function 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) it 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 Morigagor 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 part 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;
 - 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;
 - 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 part 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;
 - 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;



(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;

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; 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;

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;

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;

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;

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;

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

to make any arrangements or compromises which such Receiver shall think expedient in the interests of the Bank;

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;

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:

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;

to take proceedings at law or in equity in the name of the Mortgagor or otherwise for all or any of the purposes aforesaid;

to do all things necessary to perform or observe any of the covenants on the part of the Mortgagor herein contained: 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:

to do all such other acts and things without limitation as such Receiver shall think expedient in the interests of the Bank;

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.

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

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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 afor said 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;

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

- 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 receive and give discharges for all insurance moneys whether the policy be in the name of the Bank or the Mortgager 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 st sement 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 Mortagor 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 atoresaid in any one of such States or Territories as the Bank may in its absolute discretion think fit.

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 the Commissioner for Corporate Affairs, being a person declared by the Attorney General notification published in the Government Gazette on the nineteenth day of June, 1970, to a permanent record of a document in my custody or control

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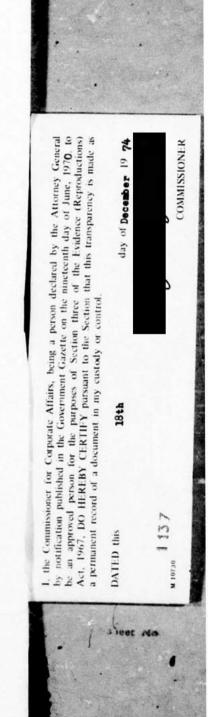
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- 30. It shall be lawful for any officer of the Bank or any person authorised by or on behalf of the Bank to enter upon the mortgaged premises at all reasonable times to inspect the state of repair and condition thereof and to inspect and take copies 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 covenant 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 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



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 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 negatived 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 aereof 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 appareable 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.

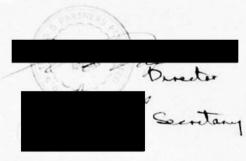
43. Notwithstanding anything hereinbefore contained this Deed does not create or purport to create any interest in land in the Territory of Papua and New Guinea.

EXECUTED under the Seal of the Mortgagor on the

29th

day of Neverber 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:-



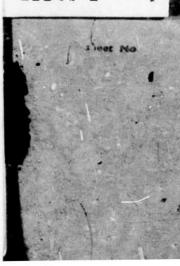
, the Commissioner for Corporate Affairs, being a person declared by the Attorney General y notification published in the Government Gazette on the mineteenth day of June, 1970, to e an approved person for the purposes of Section three of the Evidence (Reproductions) ect. 1967, DO HEREBY CERTIFY pursuant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

2

9

of December

COMMISSIONER



DATED this

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

0 VER: 10 x 19

dated

Memorandum of Satisfaction dated thereon, produced.

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

Corporate Affairs Commission on: 28.1111978 COMMISSIONER

For Commissioner

Form 34

MEMORANDUM OF SATISFACTION OF REGISTERED CHARGE

Reg. No.	148278 - 31
Location 1	No.
Date and	Batch No.
Film W S	neet No.

TO THE CORPORATE AFFAIRS COMMISSION

	D.S. THO	MAS & PARTNERS	PTY. Lim	ited hereby gives
notice that thet		ble Charge		29th
			85405	in the
Register of Charge	es, and created by	y•		
			AS & PARTNERS	
it tavour or			D BANKING GROUI	P LIMITED
or securing ac	dvances fro 15th	om time to time day of	******	. 1978
paid or satisfied!	in full + XXXXXX	15000000000000000000000000000000000000		, , , , , _
		day of	June.	19 78
		.s.)	3.00107	
	PARTNERS 1	PTY		
		}		
was affixed he	ereto in the prese	nce of—		
			YING MEMORANDU	M
We, Francis	s Cyril Ea	CLARATION VERIF		
We, Francis	s Cyril Ea	ton Taplin & Partners Pt		M Limited, and
We, Francis	s Cyril Ea	ton Taplin & Partners Pt	y. Limited	Limited, and
We, Francis of a director of D Semangal De	s Cyril Ea .S. Thomas evi Raju	ton Taplin & Partners Pt	y. Limited	Limited, and
We, Francis of D a director of D Semangal De company, do sole satisfaction of reg	s Cyril Ea S. Thomas evi Raju muly and sincere estered charge dat	& Partners Pt of ely declare that the partnerty	y. Limited ticulars contained in the	Limited, and secretary of that memorandum of day of
We, Francis of D a director of D Semangal De company, do sole satisfaction of reg	s Cyril Ea S. Thomas evi Raju muly and sincere estered charge dat	& Partners Pt of ely declare that the partnerty	y. Limited ticulars contained in the	Limited, and secretary of that memorandum of day of
We, Francis of D a director of D Semangal De company, do sole satisfaction of region	s Cyril Ea .S. Thomas evi Raju mnly and sincere istered charge dat mber,	& Partners Pt of ely declare that the parted the Twenty , 19 74, are true to	y. Limited , the ticulars contained in the -ninth (see date above **) the best of our knowledge	Limited, and secretary of that memorandum of day of e, information and
We, Francis of D a director of D Semangal De company, do sole satisfaction of regular Nover belief. And we make this	S. Thomas evi Raju muly and sincere stered charge dat mber, s solemn declarat	& Partners Pt of ely declare that the parted the Twenty , 19 74, are true to	y. Limited ticulars contained in the	Limited, and secretary of that memorandum of day of e, information and
we, Francis of D a director of D Semangal De company, do sole satisfaction of reg Nover belief. And we make this the provisions of	S. Thomas evi Raju muly and sincere stered charge dat mber, s solemn declarat	& Partners Pt of ely declare that the parted the Twenty , 19 74, are true to tion conscientiously believed.	y. Limited , the ticulars contained in the -ninth (see date above **) the best of our knowledge	Limited, and secretary of that memorandum of day of e, information and
We, Francis of Discompany do sole company, do sole catisfaction of regional Decisions of Deciared at	s Cyril Ea S. Thomas evi Raju muly and sincere istered charge data mber, s solemn declarat the Oaths Act.	& Partners Pt & Partners Pt of ely declare that the parted the Twenty	y. Limited , the ticulars contained in the -ninth (see date above **) the best of our knowledge	Limited, and secretary of that memorandum of day of e, information and
We, Francis of Discompany, do sole satisfaction of regardelef. And we make this he provisions of Declared at of New S	S. Thomas evi Raju muly and sincere stered charge dat mber, s solemn declarat the Oaths Act, Sydney	ECLARATION VERIFIED TO TAPLIN & Partners Pt of ely declare that the parted the Twenty , 19 74 are true to tion conscientiously beli 1900, as amended. in the State s	y. Limited , the ticulars contained in the -ninth (see date above **) the best of our knowledg eving the same to be fru	Limited, and secretary of that memorandum of day of e, information and se and by virtue of
We, Francis of Discompany, do sole satisfaction of regarded. Nover belief. And we make this the provisions of Declared at of New S	s Cyril Ea S. Thomas evi Raju mnly and sincere stered charge dat mber, s solemn declarat the Oaths Act, Sydney South Wales	cclaration verified to Taplin & Partners Pt of ely declare that the parted the Twenty , 19 74, are true to the conscientiously believed to the the State of t	y. Limited , the ticulars contained in the -ninth (see date above **) the best of our knowledg eving the same to be fru	Limited, and secretary of that memorandum of day of e, information and se and by virtue of

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 purposes of Section three of the Evidence (Reproductions) 1978 day of July a permanent record of a document in my custody or control.

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

If a receipt is required please tick

Deed Posts

R67

M 10730 D. West, Government Printer

DATED this

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.

CORPORATE AFFAIRS COMMISSION being a person declared by 28th day of September 1979 to be an approved person for Attorney General by notification published in the Government Car purposes of Section three of the Evidence (Reproductions) Act, is made as a permanent record of a document in its custody or or

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.

Dvidence.

HEREBY CERTIFIES purewant to the Section that this transparency is made as a permanent record of a document in its custody or control.

TIM NUMBER (14710. 3-7-85) the CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Casette on the CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney Control by notification published in the Government Casette on the Commission of September 1979 to be an approved person for the purposes of Section three of the Dubished in the Government Casette on

D.S. THOMAS & PARTNERS PTY. LIMITED

UNAUDITED

							THRODITED
		BA	LANCE SHEET	AT 30TH JUNE, 1983			
AUTHORISED CAPITAL	Note	1983	1982				
	1	\$ 100,000 =====	\$ 100,000 ======	CURRENT ASSETS	Note	<u>1983</u>	1982
ACCUMULATED LOSSES	2	\$ 2,802	\$ 2,802	Cash at bank and on hand Other amounts receivable Loans to directors	3	21,978	21,978
		(350,968)	(350,968)			113	113
Deficiency of share CURRENT LIABILITIES		(348,166)	(348,166)	OTHER ASSETS		22,091	22,091
Trade creditors & accrued ch Unsecured loans Provision for income tax	arges	25,480 95,638 267,574	25,480 95,638 267,574	Moneys held by a third party pending settlement of a legal dispute	4a	18,435	18,435
Total funds		388,692	388,692				, , , ,
The accompanying notes	3	40,526 ======	\$ 40,526 =====	Total assets		\$ 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.

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D.S. THOMAS AND PARTNERS PTY. LIMIT	ED		UNAUDITED
PROFIT AND LOSS ACCOUNT			
FOR THE YEAR ENDED 30TH JUNE, 1983			
	Note	1983	1982
Operating profit before income tax		-	1,000
Income tax	6	_	-
Operating profit			1,000
Accumulated losses brought forward		(350,968)	(351,968)
Accumulated losses		\$(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.

UNAUDITED

1983

1982

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1983

AUTHORI	SED 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

1.

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.

D.S. THOMAS AND PARTNERS PTY. LIMITED		UNAUDIT	ED
NOTES TO AND FORMING PART OF THE ACCOUNTS			
FOR THE YEAR ENDED 30TH JUNE, 1983			
	1983	<u>19</u>	82
3. OTHER AMOUNTS RECEIVABLE			
Amount due from a company controlled b	у а		
- Rocspa Pty. Limited	6,543	6,5	43
- Acoustic & Environmental Pty. Ltd.	14,922	14,9	
	21,465	21,4	165
Less: provision for non-recovery	21,465	21,4	165
	-		-
Amounts due from a former director			
- D.S. Thomas	28,247	28,2	47
Less: provision for non-recovery	28,247	28,2	247
	1 -1 2		+
	\$ -	\$	-
	======	====	==

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.

1

UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1982

1983

1982

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.

UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

STATEMENT OF OPERATING PROFIT (LOSS) BEFORE INCOME TAX

FOR THE YEAR ENDED 30TH JUNE, 1983

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

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

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 (*) (*)	Other business occupations and, in the case of directors, paraculars of other directorships (*)
Directors(2)	1		
MATTINGLEY, Maurice Albert			Engineer Consultant - ni
TAPLIN, Francis Cyril Eaton			Engineer Consultant - ni
Principal Executive Officer(*) (if any)			
Secretaries(*) TAPLIN, Francis Cyril Eaton		as above	as above

17.	PARTICULARS	AS TO	FORFEITED	SHARES I	N 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 upcorporation. 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 incoporation:
- (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the las; 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. Seing 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.

day of

14th

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

Name of Signatory IN BLOCK LETTERS "Strike that if mappin able

F.C.E. TAPLIN

December

CERTIFICATES

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

·N · 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;

published Evidence

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Cazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 UEREST 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 9-7-0-2-7-85

S&M Law Stationers Pty. Ltd. 140 Phillip Street, Sydney

Signature of Secretary

* Arril r . sar if may you art

	(.) (0	wholly of persons who are in the employment of the company or of its subisidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be
	(4) (c	members of the company; that to the best of our knowledge and belief the company was during the period to which the return relates—
		(i) an exempt proprietary company; or (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
	(2) (U)	that at the annual general meeting held on the day of day of day.
	(^) (g	that at the annual general meeting held on the 19.83the company in pursuance of section 278 did not appoint an auditor.
	Dated this 14th day of December 1983	
	Signature of Director (*) Signature of Secretary(*) Signature of Secretary(*) Name of Signatory F.C.E. Taplin Signature of Machine Company of the Secretary of Secretary	
_		
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
	******	· HAS
	(a)	the company "HAS NOT in my opinion kept proper accounting records and other books during the period covered by those acounts;
	(b)	the accounts • HAVE NOT been audited.
	(c)	*WAS NOT MADE SUBJECT TO ANY QUALIFICATION *WAS MADE SUBJECT TO A QUALIFICATION AND PARTICULARS OF THAT QUALIFICATION ARE ANNEXED, and
	(d)	IN MY PEPOTES - DID NOT MAKE ANY COMMENT UNDER SUB-SECTION 285-(4)
		IN MY PEPOTES MADE COMMENT(S) UNDER SUB-SECTION 285(4) AND PARTICULARS OF THE COMMENT(S) ARE ANNEXED
		Name of Signatory
		of Auditor in Block Letters in Block Letters
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 (I) AND (2) ARE NOT AUDITED	
	For the	purposes of sub-section 279 (5) we certify, in relation to
	in respect	D.S. Thomas & Partners Pty. Limited, of the financial year to which the return relates, that—
	(a)	*HAS the company *HAS NOT. kept such accounting records as to correctly record and explain the transactions and financial position of company;
	(b)	the company *HAS the company to be prepared from time to time.
	(c)	the company • HAS 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 (New South Wales) Code; and
	(d)	the accounts and group accounts (if any) *HAVE NOT been properly prepared by a competent person.
		F.C.E. Taplin
	13	M.A. Mattingley
	*Neste car :	(USignatures) Name of Signatories IN BLOCK LETTERS
22.	D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS	
		purposes of sub-section 265 (1), I certify that
		company has more than 500 members; 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.	
		t accordingly the company is of a kind to which that sub-section applies.
	Dated the	

Name of Signatory IN BLOCK LETTERS

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 held in the case of a transfer of the share by that member before his death or bankruptcy.

- 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.

The Sanderson Thomas.

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.

day of July 1972.

07.30

- A Director shall vacate his office as a Director 15. 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 ay 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:-
 - Ceases to be a Director by virtue of the Act. (a)
 - Becomes bankrupt or makes any arrangement or (b) composition with his creditors generally.
 - Becomes prohibited from being a Director by (c) 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.
 - Resigns his office by notice in writing to the (e) Company.
 - For more than six months is absent without (f) permission of the Directors from Meetings of the Directors held during that period.
 - Ceases to be a Director pursuant to these (g) Articles.

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



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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.

notification published in the Government Gazette on the nineteenth day of June, 1971, to an approved person for the purposes of Section three of the Evidence (Reproductions) 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 July permanent record of a document in my custody or control.

COMMISSIONER

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DATED this Terenty Fried

day or

1972.

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company 148278

this

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 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.

> Bittett under the seal of the Corporate Affairs Commission at Sydney, thirtieth day of , 19 72.



of June, 1971, to of the Evidence (Reproductions) that this transparency is made notification published in the Government Gazette on the nineteenth day the Commissioner for Corporate Affairs, being a person declared by

COMMISSIONER

July

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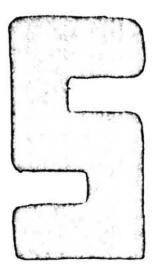
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O.S. THOMAS & PARTNERS PIL

Company Number: 148278

PARTICIPATING STATES:

VICTOR IA



COMPANY NUMBER:

148278-31

PARTICIPATING STORES:

QLD.

17 SEP 1976 4 0 9

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 I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General a permanent record of a document in my custody or control.

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DATED this

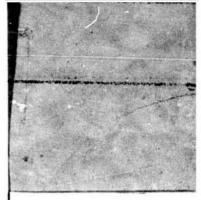
D. S. THOMAS & PARTNERS PTY. LTD.

Company Number: 148218-31

W. A. PARTICURATING STRATES:

21 yes was 40 p





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.

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, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nmeteenth day of June, 1971, to

be an approved person for



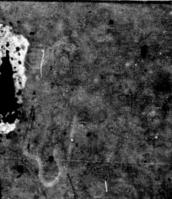
D.S. Thomas + Partners P/-

148278 -31 Company Names R.

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 CLRTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. day of September 19 76 twenty-fourth DATED this

COMMISSIONER



148278-31

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- PARTNERS PTT. LIMITED F ED

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WESTERN AUSTRALIA

1, 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

10730 D West, Covernment Number R67

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day of

Company No.	143 213
ocation No.	
Date and Batch	n No.
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Filed	

NEW SOUTH WALES
Companies Act, 1961
Sections 112 (1)

Form 37

961

112 (1A) 346 (1) (f) and 347 (1) (d)

Document No. __000152

ATION OF REGISTERED OFFICE AND OF OFFICE HOURS, AND PARTICULARS OF CHANGES

TO THE CORPORATE AFFAIRS COMMISSION

as from the	30th	day of	June	, 19 72
the registered off	fice of the Compan	y in New South	Wates will be/hascles	situated at
Fourth 1	Floor, 104 M	ount Street	, North Sydne	y. 2
			-	
+ as from the		day of		
the days and hou	rs during which that	office is open and	d accessible to the pub	dic will be/hav

Dated this

30th

Secretary Agent in New South Wales I

- · Insert full address
- Strike out if inapplicable. Notice of the days and hours during which the office is open and accessib! 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.

CUTLER HUGHES HARRIS & GARVIN, LODGED BY Solicitors, 16 Barrack Street, EYDNEY. GEFH. 29-7821 TELEPHONE No.

LODGED in the office of THE CORPORATE AFFAIRS COMMISSION on 30 JUN 197:

notification published in the Government Gazette on the nineteenth day of June, 1971, to of the Evidence (Reproductions) to the Section that this transparency is made by Commissioner for Corporate Affairs, being a person declared Section three rurposes of

Act, 1967, DO HEREBY CE permanent

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DATED this

control.

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LODGED in the Office of the Corporate Atlans Commission on 2 6 M2 1 76

Form 37

NEW SOUTH WALES

Companies Act, 1961 Sections 112 (1), (1A) 346 (1) (f) 347 (1) (d)

Location No	
	e
Date and Batch No.	-
Film W.Sheet No.	

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE HOURS AND OF PARTICULARS OF CHANGES

D.S. Thomas	and Partner	s Pty. Limite	d	
		-		
			Limited, a loc.	al company
ereby gives notice that				
•NKXX.	NO MATERIAL PROPERTY AND	N.F. DR.V.K.K.K.K.		
As from • the	sixth	day of	December	. 1974
the address of th	ne registered office of	of the Company in	New South Wales	duct
		h Sydney, N.S		
_				20.0
****			Postcode	2050
• the di		Y NOTHE COMPANY.	100000000000000000000000000000000000000	-
As from • the	sixth	day of	December	19 74
the days and ho	urs during which th	hat office is (*to be)	open and accessible to	the public are
as follows	.00 a.m. to	5.00 p.m.		
as follows				
	ntyfifth		March	76
	ntyfifth	day of	March	
	ntyfifth	day of	March	
	ntyfifth	day of	March	
	ntyfifth		nrector.	
	ntyfifth		prector.	
	ntyfifth		trector.	. 19
	ntyfifth	20	prector. Bornier Bornier Bornier Bornier Bornier Bornier Bornier	. 19
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Onted this	tappinabl e	(A subscribe only prior to	hirector. beginner. beginner. beginner. beginner. beginner. tenner. tenner. to r Solientor may sign	this notice company).
Strike out whichever are in Insert fall address, including is situated in the building OH. Notice of the days	happinable ng, where applicable, t and hours during wh dast tive hours betwee	(A subscribe only prior to the number of the room inch the office is open an ten of clock in the min ten of clock in ten of clock in the min ten of clock in ten of clock in ten of clock in ten of cl	bestive. bes	n this notice e company). which the office is not required
Strike out whichever are in Insert full address, including OHE Notice of the days the office is spirit for at le	happinable ng, where applicable, t and hours during wh dast tive hours betwee	(A subscribe only prior to the number of the room inch the office is open an ten of clock in the min ten of clock in ten of clock in the min ten of clock in ten of clock in ten of clock in ten of cl	bestive. bestive. branch New South Wal r or Solicitor may sign the ir corporation of th and of the floor or level on and accessible. the public	s. It is notice to company). Which the office is not required
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Companies Act, 1961

Document No.

JACKET B

Sections 112 (i), (1A) and (1B) 346 (1) (f) and (LA) 347 (1) (d) and (1A)

LODGED with the Corporate Affairs Commission on: 1 1116 1978

Form 37

01955. 6 3 AUG 1973

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE HOURS AND OF PARTICULARS OF CHANGES

Reg. No. #148278 - 31 TO THE COMMISSIONER FOR CORPORATE ATTAIRS D.S. THOMAS AND PARTNERS PTY. Limited, hereny gives notice that -*Likeling of incorparation of the gunnant. Fille ... 31st July 10 78. day of the address of the registered office of the Company in New South Wales **LLL** 1st Floor, 46-48 Nicholson Street, St. Leonards. 2065 t Deart full address, including, whose a placable, the market of ear room and of the treez or and of the building in which the other is strated. *the date of incorporation of the company, 22. As from the days and hours during which the office "will be open are: 23rd August Dated this * In the case of a proposed company by a pc sup who has consented to act as a director of the compan-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 of a and necessible to the nutrice is not required the office is open for at least five how a tween ten of lock in the vertice, and hour of lock in the atternoon of each day, Saturdays, Sundays and holidat,

Lodged by: D.S. Thomas and Partners Pty. Ltd.,

46-48 Nicholson Street

St. Leonards. N.S.W. 2065

438.3399 Phone:

I solve to wrote approximate transfer

Corporate Affairs, being a person declared by the Attorney General in the Government Gazette on the nineteenth day of June, 1970, to for the purposes of Section three of the Evidence (Reproductions) that this transparency oved person for the pur DO HEREBY CERTIFY record of a document notification published 1, the Commiby notification be an approx Act, 1967, D

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103 to 11 West, Government Printer

NATIONAL COMPANIES AND SECURITIES COMMISSION

Sub-paragraph 84 (2) (b) (le) and paragraph 85 (4) (1a) Sub-sections 217,(1),

Companies Form 55 NOTICE IN DEL ATION TO DECISTEDED OFFICE

Jacket B	Doc.	Yo.	(2), (3) and
acket D	Duc.	10	
Reg No. 1148218	-13117		
D. S. THE	mas & Partners	s PTY.	Limited
otice is given that—			
 as from the date of incorporation 	the address of the proposed registered of	ffice will be	
		Postcode	
as from the date of commenceme	ent of registration the address of the prope	osed registered office will	be
	# 1	Postcode	
as from the wenty seven	the day of July	19 8 S the situation	on of the
registered office has been changed	from 46 NICHOLSON STRE	1 S7. LEDINA	AD3
4/ 544/4/ /435	9 4- 6-135684	- 14164576	to to
	& Co., GOLDFIELDS HOUS		
SYDNEY		Postcode	2000
· - the hours during which the propos	ed registered office will be open and accessit	ole to the public in accorda	ince with
paragraph 216 (1) (a) arc			
Espen and accessible to the public	it of registration the hours during which the in accordance with paragraph 216 (1) (a)	and the second	
as from the	day of 3047 . 198		
tegistered office is open and acce	essible to the public in accordance with pa	ragraph 216 (1) (a) are	7.00am
	to de la	the boundaries	chinh the
registered office is op	en and accessible to the pul	blie in accordance	e-with
Paragraph 216 (1) (a) have been	changed to		
Dated this twenty wighth		1,83	
Dated this	day of July	19 03	
H ₂			
	Principal Executive Officer 'of 'Age	[1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982] [1982]	r
Name of Signatory IN BLOCK I Strike out if inapplicable	LETTERS FRANCIS CYAIL ET	ATON TAPLIN	
Where the agent is a company, th	e form must be signed by a director or secr	etary or the principal exe	cutive officer o
agent			
OTE A fees receipt will not issue to	inless specifically requested.		
Lodged by	Lodged	with the Commission	
Address		COMPLETED	
seasons soons		2 4 AUG 1983	
Phone No.	1 1	J. VINCENE	C ~
I HOUSE THE	1 1		

a person declared by the Attorney approved person for the purposes of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES General by notification published in the Government Gazette on the September Bade pursuant to the Section that this transparency is record of a document in its custody or control. day of being 28th day of September, 1979 to be an The CORPORATE AFFAIRS COMMISSION 7th Section three of DATED this

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIR'S ÖFFICE 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.

under delegation from the Commission Commissioner

DIRECTIONS

- 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.
- 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

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

Paragraph 538A(d)

September

453

delegation from the Commission

Commissioner

1245

D. West Government Princi

000151 84 9 cm 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.

Start W

Full Name	Address	Description
Donald Sanderson THOMAS,		Engineer.
John Sean GODGIL.		Ingineer.
Adrian Peter FIELD.		Engineer.
Maurice Albert MATTINGLEY		Engineer.
Eric SHELMERDINE.		Engineer.
Francis Cyril Eaton TAPLII	м.	Engineer.
DATED this Twenty Think ,	day of June	1912.

DATED this Twenty Think day of

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:

Commissioner for orporate

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.

el eventh

1972

July

day of

COMMISSIONER

DATED this

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Document No.

O Commission

NEW SOUTH WALES COMPANIES ACT, 1961 Section 54 (1) (2) (b))

Impanies Act 1961 between the day of june june or june of shares allotted passable in cash of june of	he shares referred	to in this return were all	offed, or are deemed	to have	been al	lotted	under «u	bsection 17	of section	n 54 of th
In the 23rd day of June 1922 11 Number of shares allouted payable on each 5 "A" (Subscribe d for) Nominal amount of FACH of the shares so allotted Amount paid or due and payable on EACH or shares so allotted paid the and payable on allottent Amount of premium read or payable on EACH or EACH of the shares we allotted Ni I Ni I Nominal amount of FACH of the shares so allotted Ni I Ni I Nominal amount of FACH of the shares so allotted Ni I Ni I Nominal amount of FACH of the shares so allotted Ni I Ni I Ni I Ni I Nominal amount of FACH of the shares so allotted Ni I Ni	ompanies Act. 196	1 • between the	day of			_	. 19	, and the .		day
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PLEASE TURN OVER

VICTOR BUSINESS STREET

I, the Commissioner for Corporate Albatis, seing a person declared by the Attorney General by notification published in the Government Corette on the americanth day of June, 1971, to be an approved person sor the purposes of Section three of the Endence (Reproductions) Act, 1962, Do 1H R1 RY CLR LHY, pursuant to the Section that this transpirency is made as a permanent recent of a document in my scaledy or control TOTAL CALL VALUE day of

DATED this

COMMISSION R

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Present Names*	Fermis Names	Addres ;	Basiness Occupation (if any)	Pathonical is	district Discharge	Nature	Appendment of harge	Date of Appointment or Change
Thomas, Donald Sanderson Field, Adrian Peter Mattingley, Maurice Albert Shelmerdine, Eric Taplin, Francis Cyri Eaton	-	TN THIS BLUES, PLEASE I	Engineer Engineer Engineer Engineer Engineer	None None None None		App App App App	ointed ointed ointed ointed	23.6.72 23.6.72 23.6.72 23.6.72 23.6.72
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Nochdurft, Victor Crawford Melrose			Industrial Che- -Engineer-	mist J.+ 1	Appointe	d 4.7.72	Corpo	rate Affairs ission on 1 NOV 1972
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A SERVICE AND ADDRESS OF THE PERSON NAMED AND ADDRESS OF THE P	be an app Act. 1967.	oved person for the pur DO HEREBY CERTIFY Crecord of a document is	Affairs, being a person declar criment Gazette on the ninet poses of Section three of t pursuant to the Section that i my custody or control.	eenth day of Ju	ine, 1971, to	- Comments	18	

M 10730

day of november 19-

COMMISSIONER

NEW SOUTH WALLS (ODeal D in the Other of the Companies Act, 1961 Section 134 (6) and (7) Corporate Atlanta Commission 1755 170 RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS Lorm 43 Library Street Sa D.S. THOMAS & PARTNERS PTY. Description! No LIMITED DIRECTORS. Sature of Appendime Date of Assessment Business Occupation. Present Nation Largest Names Advent Particulars of other Duckershipse or Charge or Charge Nil. Continuing Donald Sanderson Engineer. Director. THOMAS. Continuing Adrian Peter Engineer. Nil. Director. FIELD. Maurice Albert Nil. Continuing Engineer. Director. MATTINGLEY. Continuing Engineer. Nil. Eric Director. SHELMERDINE. Nil. Continuing Francis Cyril Eaton Engineer. Director. TAPLIN. ANNEXURE ----MANAGERS AND SECRETARIES* Nature of Appointment | Date of Appointment Time Name and Other in Company Additor Phys. Ch., agration ed and or Charles London to Managers: Nil NUMBER Industrial Chemist. Continuing Victor Crawford Melrose Planne Sal NOTHDURFT. Secretary. ----+)meeto: FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE Secretary. I the Commissioner for Corporate Allians, being a person declared by the Attorney Ceneral by notification published by the Constitute of Courts on the noteteenth day of Lane [97], by by an approved person for the purposes of Section three of the Evidence (Reproductions) Act. 1967. DO HEREBY CERTIFY parsonal to the Section that this transparency is made as a permanent record of a document in mic custody of control day of March Fifth DAHLD this COMMISSIONER \$6.01.00

--- ANNEXURE SHEET ---

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS

D.S. THOMAS & P.RTNERS PTY. LTD.

Present Names.	Former Names	Address	Occupation.	Other Directorships	Nature of Appointment.	Date of Appointment
Allen Richard ANGEL	-		Engineer.	Nil	Appointed Assoc Director	iate 10.7.1972
John Edwin FROST.			Engineer.	Nil.	Appointed Assoc Director.	iate 10.7.1972
Victor Crawford Melrose NOTHDURFT.	-		Industrial Chemist	Nil.	Appointed Assoc Director.	iate 10.7.1972.
John Graham QUINLAN.			Engineer.	Nil.	Appointed Assoc Director.	iate 10.7.1972
George Arnold BUDIBENT.	-		Engineer.	Nil.	Appointed Assoc Director.	iate 10.7.1972
Maurice John DARE			Engineer.	Nil.	Passed away. Appointed Assoc Director.	4.8.1972. iate 1.1.1973.

Director. Secretary.

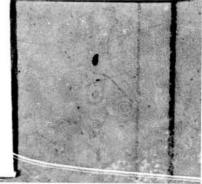
Lette Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pussuant 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.	14	8	2	7.5	2
Location	No.	4	5-1	197	3.	75
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NEW SOUTH WALES COMPANIES ACT, 1961 (Section 54 (1) (2) (b) i

Document No

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RETURN OF ALLOTMENT OF SHARES

D.5.	THOMAS	Q	TANTINENS TII.	.imited
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Companies Act. 1961. between

on the 29th day of June

11. Number of shares allotted payable in each Nominal amount of EXCH of the shares so allotted

Amount paid or due and payable on EXCH of the shares so allotted-

Amount of premium paid or payable on FACH share 12. Number of shares allotted for a consideration other than cash Nominal amount of EXCII of the shares so allotted

Amount to be treated as paid on EACH of the shares so alloited

The consideration for which the shares have been so allotted is as follows

23 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:

				8	umber of S	hares Allasti	ed	
Surname	Christian or Other Names	Address	Pref	crence	Ord	inary	Othe	r Kinds
	1		Cash	Otherwise	Cash	Otherwise	Cash	Otherwise
Thomas	Donald S.				60'B'			
Shelmerdine	Eric				60'B'			
Field	Adrian Peter				60'B'			
Mattingley	Maurice A.				60'B'			
Taplin	Francis C.E.				60'B'			
					300'B'			
	22K		* 1				7.3	
Dated this	27	uas of	Jul	y		1	73	

2 Where, by viriue of section 54 (2) throof the Companies Act, 1961, a company dies not include in paragraph F of this Form the paragraph 54 (1) (4) of that Act, the company shall complete the certificate set out in this form. (See over)

I invest all I briation or other names or at least one I broaden to other name and other morals.

LODGED By Peat, Marwick, Mitchell & Co.

Australia Square, Sydney, N.S.W. 2000.

20538 TELEPHONE No.

PLEASE TURN OVER

LODGED in the office of THE CORPORATE AFFAIRS COMMISSION on

27 JUL 1973

Director.

1971, to the Evidence (Reproductions) to the Section that this transparency is made of June. on the nineteenth day person declared by Section three

CLKIII'S pursuant

the Commissioner for Corporate notification published in DO HIRIBY

an approved

1967

control

DATED this

NEW SOUTH WALES COMPANIES ACT, 1961 (Section 54)

Form 17

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Location No.	WIW080
Date and Batch 1 0 DEC 197	No.
Film W/Sheet N	lo.

Document No. 52186

RETURN OF ALLOTMENT OF SHARES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlerengh Street, Sydney, N.S.W. 2009

					-	IERS I		_			MITED	
The shares referred to in this	return	wer	e allo	ted or	r are	deemed	to h	ave	been	allotted und	der section :	54 (7) of t
Companies Act, 1961, on the												
between the		_	_ day	of _			-		, 19	and	the	
day of	19											
										Det	ails of Shares	
† Shares allotted	or dee	med t	o have	been a	liotted					Preference	Ordinary	Other (specify class)
. For CASH: (a) number of shares	**	••							No.			2 "A"
(b) nominal amount of EACH	share	••		**	**	**:	***	• •	5			\$1
(c) amount (if any) paid on E	ACH s	nare	**	**	**	**			5			S1
(d) amount (if any) due and p	ayable	on E	ACH si	hare		423		**	5			
(e) amount of premium paid of	or pays	ble or	EAC	H share	e				s			
For CONSIDERATION OTHE (a) number of shares: (i) as fully paid up	R TH	AN C	CASH:	1827	22	227	122		No.			
(ii) as partly paid up									No.			
(b) nominal amount of EACH									5			
(c) if partly paid up—the amo	unt tre	ated a	as paid	up on	EACH	share			5			
(d) amount of premium treate	d as pa	id up	or pay	able or	EAC	H share			s			
(e) : The consideration for w	hich the	shar	es have	e been	so allo	ned is a	s follo	ws:	!			-

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:

				No	imber of	shares allotted		
Surname	Christian or other names¶	Address	Pref	erence	Ord	linary	Othe	r kinds
			Cash	Otherwise	Cash	Otherwise	Cash	Otherwis
TAPLIN	Francis Cyril Eaton						2	
ted this	64	day		bec en be	A		74	

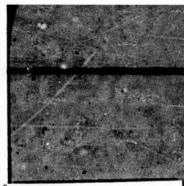
"Strike our winshever a mappitable."

Where the capital of the company is divided into shares of different classes, the class of sh. In the case of the first return, shares subscribed for in the memorandum are to be included. If the allocatesn in made pursuant to a contract in writing, the company shall ledge with the any such contract certified as prescribed.

Where, by virtue of section 54 (2) of the Companes Act, 1961, a company does not include of that Act, the company shall complete the certificate set out in this Form. (See over.)

Function 10.

1, 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, 197**p** 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 permanent record of a document in my custody or control.



of December 19 74

COMMISSIONER

DATED this

M 10730



JACKET B **NEW SOUTH WALES** FOR OFFICE USE ONLY LODGED in the Office of the Companies Act, 1961 Section 134 (6) and (7) Reg. No. Corporate Affairs Commission 13 APR 1976 Location No. RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND Date and Batch No. SECRETARIES, AND CHANGES OF PARTICULARS APR 1976 A 0 P Form 43 COMMISSIONER Film W/Sheet No. Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereag' Street, Sydney, N.S.W. 2000 D.S. THOMAS AND PARTNERS PTY. Document No. LIMITED **DIRECTORS*** ST 1978-1 Nature of Appointment or Change **Business Occupation** Date of Appointment Former Namest Present Names† Address: Particulars of other Directorships§ (if any) or Change DONALD SANDERSON ENGINEER NIL CONTINUING THOMAS DIRECTOR ADRIAN PETER FIELD ENGINEER NIL RESIGNATION 31.12.1973 MAURICE ALBERT ENGINEER NIL CONTINUING MATTINGLEY DIRECTOR ERIC SHELMERDINE ENGINEER NIL RESIGNATION 8.11.1974 FRANCIS CYRIL EATON ENGINEER NIL CONTINUING TAPLIN DIRECTOR 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* Date of Appointment or Change Nature of Appointment Full Name and Office in Company Address: Other Occupation (if any) or Change Peat Marwick Lodged by Mitchell & Co. Managers Australia Square. NIL SYDNEY. 2000 Secretaries - SEE ANNEXURE SHEET -20538 Phone No. Dated this eighth Director4 FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE Secretary 4 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 3585 COMMISSIONER

M 10730

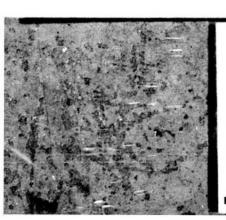
ANNEXURE SHEET

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND

SECRETARIES AND CHANGES IN PARTICULARS

D.S. THOMAS AND PARTNERS PTY. LIMITED

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	0=0		Engineer	Nil	Resignation	1.1.1973
SECRETARIES						
Victor Crawford Melrose NOTHDURFT	3-		Industrial Chemist	N/A	Removal	25.9.1973
James JONES	2 -		Accountant	N/A	Appointed Removal	25.9.1973 13.2.1976
Francis Cyril Eaton TAPLIN	14.		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

M 10730

22nd

day of April 19 76.

COMMISSIONER

3535

ANNEXURE SHEET

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND

SECRETARIES AND CHANGES IN PARTICULARS

D.S. THOMAS AND PARTNERS PTY. LIMITED

Present Names	Former Names	Address	Business Occupation	Other Directorships	Nature of Appointment	Date of Appointmen
Allen Richard ANGEL	-		Engineer	Nil	Resignation	1.1.1973
John Edwin FROST	-		Engineer	Nil	Resignation	1.1.1973
Victor Crawford Melrose	-		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	77		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

NEW SOUTH WALES

Companies Act, 1961, section 134 (6)

LODGED with the Corporate Affairs Commission on COMMISSIONER

Reg. N. 148278-3

DIRECTORS®

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES OF

D. S. THOMAS & PARTNERS PTY.

This the first Keturn lodged following incorporation

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)

NO FEE

242031

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 Appointmen or Change
Thomas, Donald Sanderson			Engineer	None	Resigned	28.11.77
Mattingley, Maurice Albert			Engineer	None	Continuing	
Taplin, Francis Cyri Eaton			Engineer	None	Continuing	

Nature of Appointment or Change Date of Appointment or Change Full Name and Office in Company Address: Other Business Occupation (if any) Lodged by Mann Judd &Co. Managers* Gold Fields House, Sydney, 2000 Secretaries* Resigned Taplin, F. C. E. Engineer Gontinuing-7.12.77 27-7551 RAJU, Semangal Devi Accountant Appointed 7.12.77

9/12/ 19 77 Dated this

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

Strike out whichever is inapplicable.

Director* Secretary* g or newly-appointed officer.

1, 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

DATED this

a permanent record of a document in my custody or control.

day of December 19 77

COMMISSIONER

M 10730 D. West, Government Printer

NEW SOUTH WALES

Companies Act, 1961, section 134 (6)

LODGED with the

COMMISSIONER

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES OF

No Fee 21/12/79-

148278 - 31 OB

D. S. THOMAS and PARTNERS PTY. LIMITED

This the first Return lodged following incorporation

(G.P.O. Box No. 7018 N.S.W. 2001)

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

DIRECTORS* Particulars of other Directorships § Other business Nature of Appointment or Change Date of Appointment Present Names† Former Namest Address; occupation (if any) (if none, state so) or Change MATTINGLEY, Maurice Engineer None Continuing Albert TAPLIN, Francis Engineer None Continuing Cyril Eaton 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

Nature of Appointment Date of Appointment Address: Other Business Occupation (if any) Full Name and Office in Company or Change or Change Lodged by Managers* Mr.F.C.E. Taplin 46 Nicholson Street St. Leonards Secretaries* Resigned 3.12.79 RAJU, Semangal Devi Francis Cyvil Eaton Phone No. 438 3399 TAPLIN, Francis C. Appointed 3.12.79

twentyfirst Dated this _

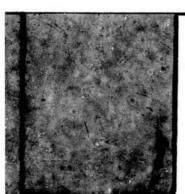
day of ___December _____, 19 79

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

Director T 4 Secretary

Strike.

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

this eleventh

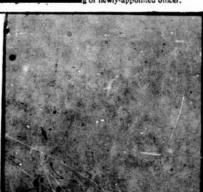
day of

January

19 80

7272

under delegation from the Commission



4. In our opinion,

- 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.

Section three of the Evidence (Reproductions) A pursuant to the Section that this transparency published in the

under delegation from the Commission January

this

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

(if note, state so)
MAURICE MAURICE - Engineer, NONE
TAPLIN, FRANCIS CYRIL - Engineer,
Manager (if any)
Secretaries TAPLIN, FRANCIS C.E. AS ABOVE AS ABOVE

PART E

Copy of Last Accounts of the Co

À.,

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

the financial year to which the return relates was an exempt proprietary he accounts and group accounts (if any) for that financial year were audited

er or secretary, of the company to be a true copy, of scompany at the Annual General Meeting together ted thereto.

es of subsection (1) of Section AND PARTNERS PTY. 159A of the Companies Act, 1961, I hereby state in relation to the

Limited

JUNE. s not in my opinion kept proper accounting records and other books during the period F

erred in my report to any defect

a of the circ referred to is

g records as correctly record and explain the transactions and

1961, we hereby certify, in respect of the

...

I in the own of the out

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

this Eighteenth DATED

January day of

1980

7318

under delegation from the Commission

Certificate to be Con leted by No-Liability Con

he and the place of other, the course along the date of incorporate is return or in the case of a first return about the date of its of the last return about the date of its return the date of the last return of the Companies Act, 1961, since the date of the last re

Signature:

Certificate for blic Comp De List of Mer ry's Am Return that does no

For the purposes of subsection (1) of section 160 of the Coar Limited, th panies Act, 1961, I hereby certify, in relation to

(a) the company has more than five hundred members;(b) the company keeps its principal share register at a

3 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; the company keeps its principal share register at a place within live Affairs Commission; and etres of the office of the Corporate

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

PART G

Certificate to be given by all companies

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

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;
- (b) having made an inspection of the share register that transfers have—been registered since the date of the last annual return.
- (c) *hhat 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;

The CORPORATE AFFAIRS COMMISSION being a person declared General by notification published in the Government Gazette on

- (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
- (e) 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.

the company presument erst Meeting held on e-eaction 165A of the Companies Act, 1961, did not appoint an auditor.

(g) *that at the Annual General Meeting held on ______

Ast, 1961, did no 19 Director

is codify applicable to an emergy proprietary company that is not an unificated company to all dispring and to appoint a military will not be accepted. See section 132 (5) of the Cr. ty of both director and mirritary will not be accepted. See section 132 (5) of the Cr.

3

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

Signature

this

Eighteenth

1980

under delegation from the Commission

pursuant to the Section that this transparency is made as a permanent record document in its custody or control

28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES

January

7318

JACKETHELETED

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

119 MAR 1981

COMMISSIONER

Form A

LODGED with the Corporate

Affairs Commission on 17 MAR 1981

CODE B C G

J446989

Annual Return of a Company having a Share Capital

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

Reg. No. 1 4 8 2 7 8 -3	PART A		
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 fo	ourteenth day after the date	of the Annual General M	eeting in 1980
1. The accounts of the company *were laid	d before the Annual General	Meeting of the company	held on
being- 31st DECEMBER,	19 80		
• the date of this return.			
 zirexia rexif zirex/armad XJenoral/vi oezin *Strike out whichever is inapplicable. 	do xo nedo xo ni xen od suck del suck ne ad xoj	MAIX XXVIVA.	
2. The address of the registered office of the co		N.S.W. 2065	
3. The name of the company is reserved in the	participating States of:		
11/A			
4. The address of the principal office of the co	mpany (if any) in each partic	cipating State is:	
A\N			
5. The address of the place at which the registe	er of members is kept if other	r than the registered offic	e is:
N/A			
6. The business names under which the compa	ny carries on business are:		
N/A			

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.

If lodged within the prescribed period —

Exen:pt Proprietary Company \$ 50
Non-exempt Proprietary Company \$ 320
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

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.

Government Gazette on the

declared by for

the

March

delegation from the Commission

Commissioner

6

6

of

that this transparency is or control

of the

twenty-seventh

L.O. 220 D. West, Government Printer

Date forwarded: 29-1-91 Fee paid: \$50 (For assessment see across re fee.)

Lodged by: MANN JUDD AND CO.

1 Alfred St., SYDNEY COVE

PART B Summary of Share Capital and Shares

7.	NOMINAL SHARE CAP	PITAL S	100,000	divided into!	95,000	ORD "A"	} S	LO.Qeach
	Total number of shares to (being the date of the retu				2,502	ORD "A"	} s1.	.00each
	TOTAL ISSUED O	CAPITAL (Nominal Value			. s 28	02	
9.	Number of shares issued: (a) Subject to payme (b) As fully paid up (c) As partly paid up TOTAL of items 9(a)	ent wholly ir otherwise the p to the exte	nan in cash ent ofp			ash	2802 _ 2802	
0.	² Number of shares (if any	y) of each cl	ass issued at a	discount			<u>-</u>	
I.	Total amount of discount date of this return		of shares which		written off at	S	-	
2.	(a) ³ There has been calle (b) ³ There has been calle (c) ³ There has been calle	ed up on eac	h of	2802	sha	res \$	1.00	
13.	⁴ Total amount: (a) Of calls received (b) (If any) agreed to which have been (c) (If any) agreed to which have been per share otherw TOTAL of items 13 (o be consider issued as fur to be consider issued as parties isse than in c	red as paid on lly paid up oth red as paid on artly paid up to ash	erwise than in o	sha cash	. S ares . S ares	2802 - - 2802	
4.	Total amount of calls un					\$		
_	Total amount of the sums or debentures since the da	s (if any) paid	d by way of cor return.	nmission in resp	pect of any sha	ires \$	_	
16.	Total amount of the sun debentures since the date	ns (if any) a of the last r	illowed by wa eturn	y of discount i	n respect of a	any \$		******
	Total number of shares for	orfeited					-	
7.	Total number of shares i	offened 1.			** **	100		
18.	Total amount paid (if any 'Total amount of the inde	y) on shares	forfeited			S	-	
18.	Total amount paid (if any Total amount of the inde- real or personal) or under	y) on shares ebtedness of rtaking of th	forfeited the company see company ge RLGISTER	ecured on the p	roperty (whet	\$ ther \$ SION are as		edness at
18.	Total amount paid (if any Total amount of the inder real or personal) or under Particulars or Registered number N/A	y) on shares ebtedness of rtaking of th of each charg	the company see company.	EED WITH TH	E COMMISS	her S	follows: Amount of indebt the date of this	edness at return
(1) (2) (3) (4) (5) L.IS	Total amount paid (if any Total amount of the indereal or personal) or under Particulars or Registered number N/A Where there are shares of different is the shares are of different is made to the shares are of different is different in the shares are of different is different in the shares are of different	by) on shares chedeness of rtaking of the feach charge and or amounts state them separa- called or there are acalled or there are acalled or there are of the return. g shares in 31st rized date) at arranged in alpha	the company since company since company since company since company since REGISTER Date Date Date Date Date Date Date D.S. 7 date date of the company since spect of any charge in the charge in th	Cordinary or \$20 and the Cordinary or \$20 and the State them separegustered with the Cordinary of the shares sea sufficient to enable	SIO) state the number of any period of any p	ters and nominal values of the state of the	Amount of indebt the date of this the date of this shues separately. USE reof, the date of region 1980. (being to be readily found in	ANNEXURE tration and the
(1) (2) (3) (4) (5)	Total amount paid (if any Total amount of the indereal or personal) or under Particulars of Registered number N/A Where there are shares of different key arrows amount of indebteding the total amount of indebteding the total amount of indebteding the date.	by) on shares chedeness of rtaking of the feach charge and or amounts state them separa- called or there are acalled or there are acalled or there are of the return. g shares in 31st rized date) at arranged in alpha	the company single company. ge RLGISTER Date	Cordinary or \$20 and the Cordinary or \$20 and the State them separegustered with the Cordinary of the shares sea sufficient to enable	SIO) state the number of any period of any p	ters and nominal values of the state of the	Amount of indebt the date of this date of this date of this date of the date o	ANNEXURE tration and the the date of out be annexed if to be supplied
(1) (2) (3) (4) (4) (5)	Total amount paid (if any Total amount of the indereal or personal) or under Particulars or Registered number N/A Where there are shares of different kinds, where various amounts have been or Include what has been received on I state the total amount of indebtedne amount of indebtedness at the date. To FPERSONS holding LIMITED on the the return or other author. It the names in this List are not a to this List. In the case of a no-liability compa. A Company exempted under subspection in Register.	subtedness of rtaking of the feach charge of the return of the return g shares in 31st rized date) at arranged in alpha any or a company section (1) of section (1) of section (2) of the feach charge of the	the company single company. ge RLGISTER Date	Ordinary or \$20 and \$20 kinds, state them separegistered with the Co PART C THOMAS ANI ay of of the shares see a sufficient to enable of provisions of section select the certificate by	property (whet IE COMMISS 10) state the number irrately. DECEMBER DECEMBER o held. It the name of any particle secretary immediates secretary immediates.	ters and nominal values of the state of the	Amount of indebt the date of this date of this separately. USE reed, the date of registrost	ANNEXURE tration and the the date of
(1) (2) (3) (4) (4) (5)	Total amount paid (if any Total amount of the indereal or personal) or under Particulars of Registered number N/A Where there are shares of different kinds. Where various amounts have been eliminated in the shares are of different kinds. Where various amounts have been eliminated what has been received on I state the total amount of indebteding amount of indebtedines at the date. TOF PERSONS holding LIMITED on the the return or other author. Ett the names in this List are not a to this List. In the case of a no-liability compa. A Company exempted under subs. Polio in Register Ledger containing.	sy) on shares obtedness of traking of the of each chars of the return. Shares in 31st rized date) at arranged in alpha any or a company section (1) of section (1) of section (2) of section (3) of section (4) of section (4) of section (5) of section (6) of section (7) of section (7) of section (8) of	the company since company since company since company since company since RLGISTER Date	Ordinary or \$20 and \$20 kinds, state them separegistered with the Co PART C THOMAS ANI ay of of the shares see a sufficient to enable of provisions of section select the certificate by	property (whet IE COMMISS 10) state the number irrately. DECEMBER DECEMBER o held. It the name of any particle secretary immediates secretary immediates.	ters and nominal values of the state of the	Amount of indebt the date of this date of this separately. USE reed, the date of registrost	ANNEXURE tration and the the date of sust be annexed d to be supplied of shares existing bers '
(1) (2) (3) (4) (4) (5)	Total amount paid (if any Total amount of the indereal or personal) or under Particulars or Registered number N/A Where there are shares of different kinds, where various amounts have been or Include what has been received on I state the total amount of indebtedne amount of indebtedness at the date of the total control o	sy) on shares ebtedness of traking of the of each chars state them separa called or there are collected as well a sex and show in re of the return. g shares in 31st rized date) at arranged in alpha any or a company section (1) of section At nare DON	the company so the company so the company. ge RL GISTER Date Da	Ordinary or \$20 and \$20 kinds, state them separegistered with the Co PART C THOMAS ANI ay of of the shares see a sufficient to enable of provisions of section select the certificate by	property (whet IE COMMISS 10) state the number irrately. DECEMBER DECEMBER o held. It the name of any particle secretary immediates secretary immediates.	ters and nominal values of the state of the	Amount of indebt the date of this the date of this separately. USE tool, the date of registro, the date of reg	ANNEXURE tration and the the date of to be supplied to shares existing bers "A" "B" "A"

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 HERESY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. 81. 19

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney

March

under delegation from the Commission

Commissioner

of day

twenty-seventh

DATED this



^{*}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.

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

- 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

\$71,388

Assets:

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

- D. & J. Services Pty. Limited

- W. 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

approved person for the purposes Government Gazette on the 28th day of September, 1979 to be an approved pers Section three of the Evidence (Reproduction) Act, pursuant to the Section that this transparency is record of a document in its custody or control. notification published in the September, 1979 to be an appr

March Commissioner fo lay twenty-seventh

under delegation from the Commission

81.

6

DATED this

MANN JUDD & CO.
Chartered Accountants

J.R. BIDDLE - A Partner

5

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.

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.

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.

day of

DATED this twenty-seventh

15th December, 1980.

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

8847

under delegation from the Commission

March

19

PART D

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
	the position of a director by s and registered or principal off be the usual residential address	ice should be shown. . See section 134 (2) (a)	t., SYDNEY COVE in accordance with those directions or instructions the
address **Directors includes any person who occupies to directors of a company are accustomed to act. In the case of a corporation its corporate name in the case of directors the address given must be a company that, durin company and an unlin (b) a company that, durin company being a compin accordance with the the return must include a copy, ce all accounts and group accounts with a copy of every document re-	copy of Last Act of the whole of the finited company; or the whole of the financy of which the acce companies Act, 196 ertified by a director, (if any) required to be quired by law to be a	phatever name called and any person lice should be shown. See section 134 (2)(a) PART E ccounts of the Comparenancial year to which the reinancial year to which the rounts and group accounts (i.i.; or by the manager or secretae laid before the company attached or annexed thereto	eturn relates, was an exempt proprietar eturn relates was an exempt proprietar f any) for that financial year were audited ary, of the company to be a true copy, of at the Annual General Meeting togethe
address **Director* includes any person who occupies to directors of a company are accustomed to act. In the case of a corporation its corporate name (in the case of directors the address given must be accorded to the case of directors the address given must be accorded to the case of the cas	copy of Last A and the whole of the firm the whole of the firm the company; or the whole of the firm the company of the whole of the firm the company of the whole of the firm the whole of the whole of the firm the whole of the firm the whole of the whole of the firm the whole of the whole of the firm the whole of the whole o	phatever name called and any person incession of the South (2) (a) PART E ccounts of the Comparing nancial year to which the resinancial year to which the rounts and group accounts (i.1; or by the manager or secreta is laid before the company intached or annexed thereto proprietary Company 159A of the Companies Act	eturn relates, was an exempt proprietar, eturn relates was an exempt proprietar, fany) for that financial year were audited ary, of the company to be a true copy, of the Annual General Meeting togethe to the Annual General meeting together.
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The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney for the purposes General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purpos three of the Evidence (Reproduction) Act, pursuant to the Section that this transparency is record of a document in its custody or control. Section

Director

twenty-seventh DATED this

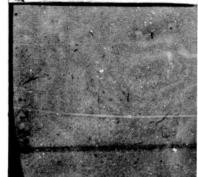
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Commissioner under delegation from the Commission



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

financial position of the company

2. Certificate in respect of a company, the accounts or group accounts of which, by reas subsections (1) or (2) or section 1658 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:

(i) the company has not kept such accounting records as correctly record and explain the transactions and

(ii) 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. (iii) 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; (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

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

date when each cast

made since the date of the last return, or in the case of a first return since incorporation, was payable;
refuse or incorporation when shares forfeited were offered for sale and the place of offer;
sold Breach 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;
snowed of pursuant to subsection (3), section three hundred and twenty-four of the Com, arises Act, 1901, since the date of the last return.

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.

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

11/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

have (b) having made an inspection of the share register that transfers been registered since the date of the last annual returni

(c) 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;

what 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

(e) 5that 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 region relates.

at the Annual General Meeting

a of the Companies Act, 1961, did not appoint an auditor. the company pursuant to section 165 (g) 'that at the Annual General Meeting held on the company pursuant to section 1658 of the Companies Act. 1961.

> Signature: Signature:

Director⁸ Secretary

19.....

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 this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company on 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.

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.

Signature

CERTIFIE purposes 8 6 the for

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NEW SOUTH WALES

Companies Act, 1961 Sections 158 and 160

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Form A

Annual Return of a Company having a Share Capital

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

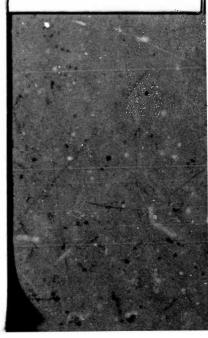
F	Reg. No.	1 8	2 7 8 -	3 i	PART A				
	nnual Return of		-	D. S.	THOMAS	S PART	NERS PTY.	L	imited
m	ade up to the	3rd				day of	February,	19	82
							of the Annual General		8
1.	The accounts of	of the comp	any were	at laid befo	re the Ann	ual General	Meeting of the compa	any held on	,1
	being-		d Februa		19 8				
	• the date of	of this retur	n.						
	* the date of *Strike out which		al-General-M cable.	lecting last	held-before	the date of	-this return.		
2.	The address of	the registe	red office of	the compar	ny is:				
	46-48 N	icholso	n Street	, ST. 1	LEONARD	S. N.S.	W. 2065		
3.	The name of the	he company	is reserved i	n the partie	cipating Sta	tes of:			
	NA								
4.	The address of	the princip	al office of t	he compan	y (if any) in	each partic	ipating State is:		
	NA								
5.	The address of	the place a	it which the i	register of r	nembers is	kept if othe	r than the registered o	office is:	
	NA								
6.	The business n	ames unde	which the co	ompany car	rries on bus	iness are:			
	NA								

MANN JUDD & CO., Alfred Street, Sydney, 2000 Date forwarded ment see across re fee)

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L.O. 220 D. West, Government Printer

PART B Summary of Share Capital and Shares

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 (b) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (d) There has been called up on each of (e) There has been called up on each of (d) If any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid on (e) (lift any) agreed to be considered as paid o	each
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Particulars of each charge REGISTERED WITH THE COMMISSION are as follows: Registered number Date of registration Amount of indebtedness 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 ANNE SHEETS IF NEEDED and initial. (2) It he shares are of different kinds, state them separately. (3) Where stations amounts have been called or there are shares of different kinds, state them separately. (4) Include what has been received on forfested 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 amount of indebtedness at the date of the return.	
SHEETS II 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 forfered 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, amount of indebtedness at the date of the return.	
ISI OF PERSONS holding shares in D. S. THOMAS & PARTNERS PTY. LIMITED on the 3rd day of February 1982 (being the day the return or other authorized date) and an account of the shares so held. OIF If the names in this List are not arranged in alphabetical order a index sufficient to enable the name of any person in the list to be readily found must be to this List. OIE 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 a not required to be A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part E on page 4.	and the
Folio in	
Register Names *Number of sha Ledger Lodger Addresses held by existin members *	
particulars Surname name and other initials	
1 THOMAS, Donald S. 834 ord	
TAPLIN, Francis C. E.	
MATTINGLEY, Maurice A. 100 ord.' 834 ord.' 100 ord.'	'B" 'A"
(If space insufficient, use Continuation Sheets and Install)	'B" 'A" 'B" 'A"

82.

19

May

day of

under delegation from the Commission

Commissioner

The <u>CORPORATE AFFAIRS COMMISSION</u> 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 <u>HEREBY CERTIFIES</u> pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

twentieth 10557 DATED this



^{*}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 summars (B) to have been taken up.

"Men 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.

Secretary/Manager/Director

there

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 163A 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 \$201. 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 contractural 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 of 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.

Government General by notification published 28th day of September, 1979 to be Section three of the Evidence (Rep pursuant to the Section that this record of a decument in its custod

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(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
- (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

Director F. C. E. TAPLIN

20th January, 1982.

declared by the Attorney 1967 HEREBY CERTIFIES made as a permanent The CORPORATE AFFAIRS COMPISSION being a person declared by the Attorn General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes Section three of the Evidence (Reproduction) Act, 1967 HEREBY CENTIFIE pursuant to the Section that this transparency is record of a downwant 1-

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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.

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

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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.

1967 HEREBY CERTIFIES made as a permanent 82. 6

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CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney

Section three of the Ewidence (Reproduction) Act,

General by notification published in the Gover 28th day of September, 1979 to be an approved

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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	CURRENT ASSETS		21 270	1 000
ISSUED CAPITAL	(Note 2)	2,802	2,802	Cash at bank and on hand Trade debtors, after providing		21,978	1,900
ACCUMULATED LOSSES		(351,968)	(374,366)	Nil (1980 \$8,000) for doubtful debts		2,139	2,383
Deficiency of share co	apital	(349,166)	(371,564)	Other amounts receivable Loans to directors	(Note 3)	113	113
CURRENT LIABILITIES		20 515				24,230	4,396
Trade creditors & accrued a Unsecured loans Provision for income tax	charges	28,619 95,638 267,574	31,183 95,638 267,574	OTHER ASSETS Moneys held by a third party			
1.51.40.511 151 116576 3116		391,831	394,395	pending settlement of a legal dispute	(Note 4a)	18,435	18,435
				September 1987			3000000
Total funds		\$ 42,665	\$ 22,831	Total assets	\$	42,665	\$22,831

The accompanying notes form part of these accounts.

This balance sheet is to be read in conjunction with the disclaimer of Mann Judd δ 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 12 custody or control.

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\$(374,366)	\$(351,968)					55.05	d 108	Accumulated losses	
(400,644)	(374,366)			ward	ht for	broug	Seps	Accumulated losses brought forward	1000
26,278	27,398					it and	nary	extraordinary item	
40,260	(200)	8	(Note 8)				item	Extraordinary item	×
(13,982)	27,598				38)	it (10	prof	Operating profit (loss)	
(1,575)	١.	7)	(Note 7)		(31)	(bene	ense	Income tax expense (benefit)	000
(15,557)	22,598	5	(Note 5)		before	(550)	111	income tax	in a
1980									
				1981	JUNE,	30TH	ENDED	THE YEAR ENDED 30TH JUNE, 1981	0.20
						COUNT	SS AC	PROFIT AND LOSS ACCOUNT	RO

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

This profit and loss account is to be read in conjunction with the disclaimer of Mann Judd & Co., dated 20th January, 1982.

The accompanying notes form part of these accounts.

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Commissioner under delegation from the Commission

D. S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1981

1980

1. AUTHORISED CAPITAL

5,000 "A" class ordinary shares of \$1 each \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$5,000 \$

"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 fl each 2,502 2,502 300 "B" class ordinary shares of fl each 300 300 300 \$2,802 \$2,802

declared by the Attorney 1967 HEREBY CERTIFIES 28th day of September, 1979 to be an approved person for the purposes published in the Government Gazette on the (Reproduction) Section three of the Evidence pursuant to the record of

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Commissioner under delegation from the Commission

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 - Acoustic & Environmental Pty.Ltd	6,543 14,922	6,543 14,922
	Less: provision for non-recovery	21,465	21,465
	Amounts due from a former director - D. S. Thomas Less: provision for non-recovery	28,247 28,247	28,247 28,247
		;	,

4. CONTINGENT LIABILITIES

At 30th June, 1981 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, 1981, as the company disputes the basis of the proposed claim and is unable to a sess the possible value, if any, of the claim.
- (b) Penalties for late lodgement of the company's income tax return for the years 1976 to 1979. The company is liable at the discret on 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 \$51,000 (1:80 \$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.

a person declared by the Attorney Gazette the Government that this transparency custody or control CORPORATE AFFAIRS COMMISSION Section three of the Evidence pursuant to the Section document in record of

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1980

\$ 1,270

300 (175)

D. S. THOMAS AND PARTNERS PTY. LIMITED NOTES TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 30TH JUNE, 1981

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 b) Charging as expense: Auditors' remuneration (Note 6) \$ 175 \$ 1,270 Penalties and fines - 260 Provision for doubtful debts - 8,000 c) Including as abnormal charges the following item: Bad debts written off - trade \$8,594 \$ - 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-curr.yr. 700 750 Other services - current year 300 520	i	OPERATING PROFIT BEFORE INCOME TAX		
Provision for doubtful debts written back Bad debts recovered Bad debts remuneration Note 6) \$ 175 \$ 1,270 Penalties and fines Provision for doubtful debts Bad debts written debts Bad debts written off - trade Bad debts written of				
Auditors' remuneration (Note 6) \$ 175 \$ 1,270 Penalties and fines 260 Provision for doubtful debts - 8,000 c) Including as abnormal charges the following item: Bad debts written off - trade \$ 8,594 \$ - 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-curr.yr. 700 750		Provision for doubtful debts written back		
the following item: Bad debts written off - trade \$ 8,594 \$ - 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-curr.yr. 700 750		Auditors' remuneration (Note 6) Penalties and fines	\$ 175	8,000
Received or due and receivable by the auditors for their services to the company in respect of - Overprovision in previous year Auditing the company's accounts-curryr. 700 750		the following item:	\$ 8,594	\$ -
the auditors for their services to the company in respect of - Overprovision in previous year Auditing the company's accounts-curr.yr. 700 750		AUDITORS' REMUNERATION		
Auditing the company's accounts-curr.yr. 700 750		the auditors for their services to		
		Auditing the company's accounts-curr.yr.	700	

No other benefits were received by the auditors.

7. INCOME TAX BENEFIT

5.

6.

Refund	of	tax	overpaid	in	a	previous			
year.								-	1,575
							-		
							\$	-	\$ 1,575
							-		

No income tax is payable on the current year's income because of prior years losses recoupable for tax purposes.

approved person for the purposes of person declared by the Attorney Act, 1967 HEREBY CERTIFIES d in the Government Gazette on the 28th day of September, 1979 to be an CORPORATE AFFAIRS COMMISSION Section three of the Evidence pursuant to the Section

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under delegation from the Commission

\$40,260	\$ 200	
١.	200	Shares in a non-listed company written off
4,365		Provision for non-recovery of a loan to a company formerly controlled by a director and now in liquidation written back upon recovery
35,895	r	Amounts owing to directors for salary arrears and severance pay, now forgiven
1980		8. EXTRAORDINARY ITEMS
	15	NOTES TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 30TH JUNE, 1981
		D. S. THOMAS AND PARTNERS PTY. LIMITED

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

These notes are to be rea. in conjunction with the disclaimer of Mann Judd 5 Co., dated 20th January, 1982.

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May

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Commissioner under delegation from the Commission

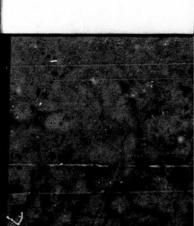
PART D

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							
MATTINGLEY, Maurice Albert			Engineer - None				
TAPLIN, Francis Cyri Eaton	h		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 directors of a company are accustomed to act. In the case of a corporation its corporate name [In the case of directors the address given must]	and registered or principal	office should be shown.	cordance with those directions or instructions the				
		PART E					
	Copy of Last	Accounts of the Company					
company being a comp in accordance with the the return must include a copy, or all accounts and group accounts with a copy of every document re L. Statement to be given by the	ng the whole of the bany of which the a: Companies Act, I ertified by a directo (if any) required to quired by law to be Auditor of an exem	ecounts and group accounts (if an 961; r, or by the manager or secretary, be laid before the company at t e attached or annexed thereto. pt proprietary Company	rn relates was an exempt proprietary y) for that financial year were audited of the company to be a true copy, of the Annual General Meeting together				
accounts of	ection (1) of Section	n 139A of the Companies Act, I'	961, I hereby state in relation to the				
for the year ended		that:					
(a) the company has/has covered by those acco		n kept proper accounting record	s and other books during the period				
	red in my report to	udited in accordance with this A o any defect or irregularity in the attached	The same of the sa				
		Signature:	Addition				
subsections (1) or (2) or section For the purposes of subsection financial year to which the accouncible (i) the company *has/has of the company *has/has of the company to be (ii) the company *has/has/has/has/has/has/has/has/has/has/	n 1650 of the Compon (5) of section 10 not (5) of section 10 not (5) or group account not kept such account to kept its account prepared from times not kept its acconiently and properly and properly and properly and properly on (5) or (5) o	panies Act, 1961, are not audited 65B of the Companies Act, 1961, nts relate, that: counting records as correctly rec- inting records in such a manner a- ie to time;	we hereby certify.; in respect of the ord and explain the transactions and s would enable true and fair accounts as would enable the accounts of the Ompanies Act, 1961;				
			Director				
*Strike out whichever is inapplicable. In the event of this certificate being qualified in	any way, particulars shoul	d					

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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 HEREN CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. 82. 19 Commissioner day of twentieth 10557

under delegation from the Commission



DATED this

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

es (to be given only in the case of a no-liability company) -

- now the date of the last return, or in the case of a first return since incorporation, was payable;
 incorplugation when shares forfeited were offered for sale and the place of offer;
 each sale bd, forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation
 each offer for ball of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation
 of pursuant to subleution (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return being
 or which no bold was redward.

C:	
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 kilometers 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
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

11/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 not been registered since the date of the last. annual returni
- (c) 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.
- (e) 5that 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.
- of section 3 of the Company
- that at the Annual General Meeting held on 3rd, February
 the company pursuant to section 1638 of the Companies Act, 1961, did not appoint an auditor

Signature

Director4

Signature

ecretary

1982

(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 word: "last annual return" and substitute therefor the words "incorporation of the com
(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
(5) Strike out they paragraph if inapplicable. Note: this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of 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 on one of the company more than one mouth 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 agree more than one mouth before that 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.



CERTIFIE purposes on the the py Gazette for declared 1967 person Government approved (Reproduction) 4 # 1979 to be COMMISSION notification September the by

three o. ö day pursuant Section 28th

this DATED

6

7



delegation from the Commission

Commissioner



Corporate Affairs Commissio

175 Castlereagh Street Sydney

The Secretary, D.S. Thomas & Partners Pty. Limited, 46 Nicholson Street, ST. LEOMARDS, M.S.W, 2073.

26 JAN 1983 5 9 3

Address all mail to: G.P.O. Box 7018 Sydney 2001 Australia

Telex: CASYD 26504 Registration Number:

148278

Our reference: Your reference: C4/J8J/jem

Direct Line-10268 588 2636 Extension: 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.

Dug Date:

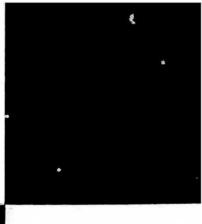
28th February, 1983

Yours faithfully,

J.S. JEFFERSON For Corporate Affairs Commission (Delegate of the Mational Companies and Securities Commission)

BOT.AD

IN REPLY PLEASE QUOTE REGISTRATION NUMBER AND REFERENCE SHOWN APOVE DELEGATE OF THE NATIONAL COMPANIES AND SECURITIES COMMISSION



declared by

by notification published in

1979 to

ieneral by mur-28th day of September, 1979 to 28th day of September, 1979 to

three of the

COMPLESSION

CORPORATE

delegation from the Cumission

this

DATED

Compe	nies	Form	66

\$ 9583 Bub-section 283(1)
Code (A) B C G Q

ANNIIAI	RETURN	OF A	COMPAN	NY HAVING	SHARE (

	ANNUAL RETURN OF A COMPANY HAVING SHARE CAPITAL OUT OUT OF A COMPANY HAVING SHARE CAPITAL OUT OUT OUT OF A COMPANY HAVING SHARE CAPITAL OUT							
Jack	ket C		Doc. No		<u></u>			
ı. C	ompany name	D.S. THOMA	S. & PARTNERS PTY		Limited			
	Company Name							
3.1		r year 19. 84was *he	id/ *deemod to be hel d on	20th November,				
12	4No annual er	neral meeting was held befor	e					
	being the last	day within the period require	d by section 240 in respect of	the calendar year 19				
3.3				day or	• • • • • • • • • • • • • • • • • • • •			
			on.					
4	The previous a	annual general meeting was h	eld on. 14th Decemb	er,19	83			
		PARTICULA	ARS RELATING TO COM	PANY				
5				I word of Co	non.			
6.		ne company is registered under	the laws in force in the follow	ing participating States or p	participating			
s	The address of	f the place at which the regist	er of members is kept, if other	er than at the registered of	lice, is			
J	The business in	names (if any) under which th	e company carries on busine	ware				
11	The nature of INVESTM	the principal business carried	on by the sampars :					
1	Lodged by	MANN NUDD		OFFICE ASSESSED.	FEE S			
	Address	1 ALFRED STRE	ET	CODE	4-			
	Address	SYDNEY. N.S.W		DATI	•			
1				YEAR TOTAL SSW FIT	1			
	Phone No	27 7551		ACI				
		21 1331		QLD-				
	2	OFFICE USE ON	1.3	SA -	-			
	f	2 0	DEC 1984 AT	1AN-				
	1"	indged with the CON issum 2	SYDNEY	VIC	-			
		· D. B	ROWNE	w				
	1	ALTHO	OKUSED OFFICER	TOTAL				

1 De server et de server total	luans and laid before the second secon	ml meeting referred	to shove					
3. The accounts of the company*were laid/*wore-not-laid before the annual general meeting referred to above * The accounts laid before that annual general meeting*were adopted/*wore-not-adopted by the meeting.(*)								
\rac{\text{instance} of mapping about () If the accounts adopted were not the account of the Accounts for the last financial year must PAF		ote opposite.						
	ness of the company in respect of all South Wales) Code or a correspondin							
Registered number	Date of registration	,	Amount of indebtedness					
		,	Toul S					
Particulars of charges not required to be regifollows	stered under the Companies (New Sou	ith Wales) Code or a	corresponding previous law ar					
	r	otal amount of inde	Total 5					
Sirile inus of inappolicable		. DIT . I						
Nominal share capital \$ 100,000	SUMMARY OF SHARE CA	divided into (*)	95,000 ord "B" 95,000 ord "B"					
Total number of shares taken up (*) 20th	November, 1984		2,802					
number of shares issued subject to payment wh	nolly in cash		2,802					
number of shares issued as fully paid up other	vise than in cash							
Sumber of shares issued as partly paid up to the hare otherwise than in cash	e extent of	per						
2) Number of shares (if any) of each class issue	od at discount							
otal amount of discount on the issue of shares	that has not been written	- }	5 7					
) 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	s 1.00					
') There has been called up on each of		shares	S					
1) Total amount of calls received including pay	ments on application and allotment	1	, 2,802					
oral amount (if any) agreed to be considered a hares that have been issued as fully paid up of	s paid on herwise than in cash	1	s					
otal amount (if any) agreed to be considered a hares that have been issued as partly paid up t er share otherwise than in cash		1	s -					
otal amount of calls unpaid	0.610.510.000.000.000.000.000		, -					
otal amount of the sums (if any) paid by way in shares or debentures since the date of the la		1	s					
otal amount of the sums (if any) allowed by webentures since the date of the last return	ay of discount in respect of any	+	s 7					
otal number of shares forfeited								

(*) (*) Number of shares held by existing members

ANNEXURE TO ANNUAL RETURN

D.S. THOMAS & PARTNERS PTY. LIMITED

15. LIST OF MEMBERS

THOMAS, Donald Sanderson	834	ord.	"A"
inomas, bonard sanderson	27/1/2007	ord.	
TAPLIN, Francis Cyril	834	ord.	"A"
Eaton	100	ord.	"B"
MATTINGLEY, Maurie Albert		ord.	
**	100	ord.	"B"
	2,802		

D.S. THOMAS AND PARTNERS PTY. LIMITED

DIRECTORS' REPORT

The directors submit herewith the accounts of the company for the year ended 30th June, 1984, 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, 1984, 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

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account for the common return

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be an approved person for the purposes of Section ection that this transparency is made as a person. Under delegation from the Commission. DAT

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.

TTEMS 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

31st October, 1984.

The CORPORATE AFAIRS CONSTISSION being a person declared by the Attorney Gaerial by notification published in the Government Casette on the 26th day of September 1979 to be an approved person for the purposes of Section three of the Didence (Reproductions) Act, 1967

EXERT CENTIFIES pursuant to the Section that this transparency is under a personner record of a document in its custody or control.

Chairman. Under delegation from the Commission. DAITO 52.85

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.

ion. DATED

D.S. THOMAS & PARTNERS PTY. LIMITED

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 Other amounts receivable	3	2,998	21,978
ISSUED CAPITAL	2	\$ 2,802	\$ 2,802	Loans to directors		113	113
ACCUMULATED LOSSES		(350,968)	(350,968)			3,111	22,091
Deficiency of shar	e capital	(348, 166)	(348, 166)	OTHER ASSETS			
CURRENT LIABILITIES Trade creditors & accrued Unsecured loans Provision for income tax	charges	6,500 95,638 267,574	25,480 95,638 267,574	Moneys held by a third party pending settlement of a legal dispute	4a	18,435	18,435
Total funds		369,712 \$ 21,546	388,692 \$ 40,526	Total assets		\$ 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.

UNAUDITED

UNAUDITED

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The CONTORAITE AFFAIRS CONSTICNING being a person declared by the Attorney General by sotification published in the Government Casette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Dridence (Reproductions) Act, 1967 EXEMPLY CENTIFIES pursuant to the Section that this transparency is sade as a personnent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 5.285 FILM NUMBER 14.13.0
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D.S. THOMAS AND PARTNERS PTY. LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30TH JUNE, 1984

	Note	1984	1983
Operating profit before income tax		_	-
Income tax	6	-	
Operating profit			-
Accumulated losses brought forward		(350,968)	(350,968)
Accumulated losses		\$(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

1983

1984

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1984

	13	(1-1-1-1-1)
AUTHORISED APITAL		
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
997 (War H. 1970)	\$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

1.

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.

UNAUDITED

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1984

3.

	1984	1983
OTHER AMOUNTS RECEIVABLE		
Amount due from a company controlled by former director	a	
- Rocspa Pty. Limited - Acoustic & Environmental Pty. Ltd.	6,543 14,922	6,543 14,922
Less: provision for non-recovery	21,465 21,465	21,465
Amounts due from a former director - D.S. Thomas	28,247 28,247	28,247 28,247
Less: provision for non-recovery		
	s -	s

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.

D.S. THOMAS AND PARTNERS PTY. LIMITED

NOTES TO AND FORMING PART OF THE ACCOUNTS

FOR THE YEAR ENDED 30TH JUNE, 1984

1984

1983

UNAUDITED

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.

ICT	OF	DIE	FC	M	

Page 3 of 4

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 (') (*)	Other business occupations and, in the case of directors, particulars of other directorships (*)
Directors(*)			
MATTINGLEY, Maurice Albert			Engineer Consultant - ni
TAPLIN, Francis Cyril Eator			Engineer Consultant - nil
Principal Executive Officer(*) (if any)			1
Secretaries(*) TAPLIN, Francis Cyril Eator	ı	s 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)

- (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 of incorporation when shares forfeited were offered for sale and the place of
- (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or fire the case of a first return) since incoporation:
- (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:
- (e) the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return. Temp 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 day of

Signature of *Director/*Secretary/*Principal I F.C.E.

Name of Signatory IN BLOCK LETTERS Street out of maybe and

201

CERTIFICATES

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

"N" 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 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.

	.,	previousl	persons who a y in the employ of the compan	ment of the com	yment of the cor	mpany or of its ibsidiary were a	subisidiary or pers	ons who, while continued to be
	(4) (6					was during the p	period to which the	return relates—
				of proprietary co ary company tha		mited company	, as defined in sub-	section 5(1):
	(3) (1	n that at th	e annual gener	al meeting held	on the		- day of	
					ursuance of secti	i on 278 did no l	appoint an audito	•.
	(*) (§	g) that at the 1984		al meeting held			appoint an auditor	
	Dated	1909	. 20		day of	Nove	appoint an auditor	19. 84
	.,					e of Signatory		•
					in F	Block Letters	m.A. matting	
					Nam	le of Signatory	F.C.E. Tapl	in
	· Arret	ur who have or in mappy		0		Jiden Letters		
20	RET	ATEMENT	TO BE GIVE	N RV THE AU	DITOR OF AN	EXEMPT PR	OPRIETARY CO	MPANY
20	100 BV			state in relation to	DITOR OF AN	LALMITTA	OI KILIAKI CO	MI AIVI.
		lumbus du ent	- Section 204 (1). 1	state in relation to				
		V	·HAS					•••••••
	(4)			opinion kept proper	r accounting records	and other books o	uring the period covered	by those acounts.
	(6)) the accounts	*HAVE NOT bee	n audited:				
		••	VAS NOT MADE	SUBJECT TO AN	VOLALIFICATIO	ON		
	(c)	my report • V	VAS MADE SUE	SJECT TO A QUA	LIFICATION AN	D PARTICULAR	RS OF THAT QUALI	FICATION ARE
			DID NOT MAK	E ANY COMMEN	T UNDER SUB-SE	CTION 285(4)		
	(a)	in my reports	MADE COMM	ENT(S) UNDER S	UB-SECTION 285	4) AND PARTIC	HLARS OF THE CO	MMENT(S) ARE
		ANNEXED						
					Name of	Signatory		
		re of Auditor .			in Bloc	k Letters		
	For the		f sub-section 2	79 (5) we certify. S. Thomas.	& Partners	Pty.		Limited,
	(3)					record and explain	the transactions and fi	nancial position of
	(b)	the company	HAS HAS NOT kept in time to time.	ts accounting record	ds in such a manner a	s would enable tru	e and fair accounts of t	he company to be
		THE CHARLES CONTROL OF THE CONTROL O						
	(e)	the company	HASNOT KEPT II	ance with the Comp	s in such a manner as	would enable the a	ccounts of the company	to be conveniently
	(d)			(If any) •HAVE			netent nerson	
	1/			Y	SOF CELL PROPERTY	_	Janus Janas	
	1					F.C.E.	Taplin	
	V					M.A. M	attingley	
			Signatures	7	+111	Same of Sign	natories IS BLOCK LETTE	RS
	* \risk	a to the cost or analysis.		/		and to he		-
22	INCLU	DEHSTO	F MEMBERS	S		YS ANNUAL	RETURN THA	DOES NOT
				65 (1), I certify the	hat			
			is more than S			20.1		
	Co	mmission fo	r N.S.W.; and	_			of the office of Co	
	of i	members and	t its particulars	s of shares trans	ferred	_	o inspect and take o	copies of its list
	and tha	it accordingly	the company	is of a kind to	which that sub-se	ection applies		
	Dated the		2		day of			19

Sugnature of Secretary

22-4-85	Page 1 of 4
\$155 Bode A	Beader
e COMMISSION	/

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 66

Sub-section 263(1)

ANNUAL RET	TURN OF	A COMPANY	HAVING S	HARE C	:APITAL

Jacket C	Doc. No	
1. Company name	D.S. THOMAS & PARTNERS PTY. Li	mited.
	ny held, or deemed to be held in accordance with section with section with section and the held on 14th December	n 250.
3.2 No annual general meeting was held before	. 1	
being the last day within the period requ	ired to section 240 in respect of the calendar year 19.	
An extension of time to hold the annual 19 was granted by the Commission Strike out if inapplicable.	general meeting to the day of	
4. The previous annual general meeting was h	eld on 21st January 19	83
PARTICULARS !	RELATING TO COMPANY	
5. The address of the registered office of the c	ompany is	
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	ds House, 1 Alfred Street, SYDNEY NS	
6. The name of the company is registered und participating Territories:	er the laws in force in the following participating Sta	ites or
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8. The address of the place at which the register	of members is kept, if other than at the registered off	ice. is:
o. The address of the place of the place of	of members is kept, it office that at the registered of	
9. The business names (if any) under which th	ne company carries on business are:	
7. The dustiless harmon to any funder which the	c company carries on business are.	
10. The nature of the principal business carried	on by the company is:	
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AUTHORISED OFFICER	n 1	

1ST JULY 1982 12 From 12.1 3. The accounts of the company were laid owners not laid before the annual general meeting referred to above. * The accounts laid before that annual general meeting were adopted was not adopted by the meeting (1) (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: Amount of indebtedness Registered number Date of registration AFFAIRS Total S..... COMMISSION Particulars of charges not required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as Total S.... Total amount of indebtedness S..... SUMMARY OF SHARE CAPITAL ,000grd, "A" 95,000 ord "B" 00 each Nominal share capital \$ 100,000 divided into (1) 1.00 each shares of S 2,802 Total number of shares taken up (') 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 ofper 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 \$..... 2,502 ord, "A" shares \$ 1.00 (1) There has been called up on each of 300 ord. "B" s...1,00 (1) There has been called up on each of shares (1) There has been called up on each of shares. S..... 2,802 (4) Total amount of calls received including payments on application and allotment \$............. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extend of per share otherwise than in cash Total amount of calls unpaid 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

Total

ANNEXURE TO ANNUAL RETURN

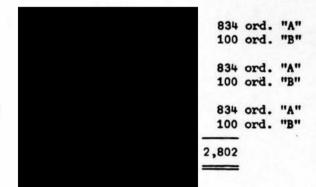
D.S. THOMAS & PARTNERS PTY. LIMITED

15. LIST OF MEMBERS

THOMAS, Donald Sanderson

TAPLIN, Francis Cyril Eaton

MATTINGLEY, Maurie Albert



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D.S. THOMAS AND PARTNERS PTY. LIMITED matures

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

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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.