



## **Register of ASX Listing Rule Waivers**

**16 to 31 October 2010**

**The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Listing rules. Waivers are published bi-monthly and include information such as:**

- Organisation**
- Rule Number**
- Decision Details**
- Basis for Decision**

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<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	27/10/2010
<b>ASX Code</b>	RDA
<b>Listed Company</b>	SERIES 2010-2 REDS TRUST
<b>Waiver Number</b>	WLC100339-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Series 2010-2 REDS Trust (the "Trust") a waiver from the following listing rule.</p> <p>1.1. Condition 3 of listing rule 2.1 to the extent necessary that the Issuer's securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> CHES requirements relating to an entity's securities must be satisfied, except in jurisdiction where entity's securities cannot be CHES approved - supports integrity of ASX market.</p> <p><b>Present Application</b> Securities of entity to be settled outside of CHES - waiver granted on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>

<b>Rule Number</b>	3.10.5
<b>Date</b>	27/10/2010
<b>ASX Code</b>	RDA
<b>Listed Company</b>	SERIES 2010-2 REDS TRUST
<b>Waiver Number</b>	WLC100339-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Series 2010-2 REDS Trust (the "Trust") a waiver from the following listing rule.</p> <p>1.1. Listing rule 3.10.5 to the extent necessary to permit the Issuer, in respect of an issue of Notes that are not to be quoted on ASX, to tell ASX but need not lodge an Appendix 3B.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must tell ASX of issue of securities - if issue is not a bonus issue or pro rata issue entity must give ASX an Appendix 3B - entity must tell ASX if any securities are restricted securities or subject to voluntary escrow - maintains informed market.</p> <p><b>Present Application</b> With respect to an issue of Notes not quoted on ASX entity must tell ASX but does not have to lodge Appendix 3B - entity must notify ASX of an issue of Notes quoted on ASX and lodge Appendix 3B - maintains informed market.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	18/10/2010
<b>ASX Code</b>	TAH
<b>Listed Company</b>	TABCORP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC100340-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tabcorp Holdings Limited (the "Company") the following waivers from the listing rules in connection with the Company's undertaking a capital raising of up to approximately \$425 million by way of an accelerated pro rata renounceable entitlement offer of securities with dual bookbuilds ("Entitlement Offer").</p> <p>1.1 Listing rules 3.20.2 and 7.40 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer (the "Record Date") but in accordance with the timetable provided by the Company to ASX, on the following conditions:</p> <p>1.1.1 The Record Date must be no earlier than the fourth business day after the date after the date the Entitlement Offer is announced including that date, provided that the announcement is made before the commencement of trading.</p> <p>1.1.2 All other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must give ASX at least seven business days notice of record date and must comply with Appendix 3A timetable - maintains orderly market.</p> <p><b>Present Application</b> Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	6.24
<b>Date</b>	28/10/2010
<b>ASX Code</b>	GDN
<b>Listed Company</b>	GOLDEN STATE RESOURCES LIMITED
<b>Waiver Number</b>	WLC100343-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Golden State Resources Limited (the "Company") a waiver from listing rule 6.24 to the extent necessary to permit the Company not to send the notices required by paragraph 6.1 of Appendix 6A in relation to 552,989,066 quoted options (GDNOA) exercisable at \$0.12 each on or before 30 November 2010 (the "Options"), on the following conditions.</p> <p>1.1. The information required by paragraph 6.1 of Appendix 6A is provided to the Company Announcements Office no later than 1 November 2010 together with a statement that an option expiry notice will not be sent to Option holders.</p> <p>1.2. If the market price of the Company's ordinary shares exceeds 9 cents before 30 November 2010 the Company immediately sends an option expiry notice to Option holders.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must send notice to holder of quoted options at least 20 business days before conversion or expiry date of options - provides option holder with basis for informed decision to exercise option.</p> <p><b>Present Application</b> Likelihood of Option holders exercising the Options too remote to justify cost of sending notices - waiver granted on condition that notice will be sent if substantial increase in trading price of securities if the Company is reinstated.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	18/10/2010
<b>ASX Code</b>	TAH
<b>Listed Company</b>	TABCORP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC100340-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tabcorp Holdings Limited (the "Company") the following waivers from the listing rules in connection with the Company's undertaking a capital raising of up to approximately \$425 million by way of an accelerated pro rata renounceable entitlement offer of securities with dual bookbuilds ("Entitlement Offer").</p> <p>1.1 Listing rules 7.1 and 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following:</p> <p>1.1.1 On or before the Record Date, security holders who are believed by the Company or the Underwriter to the Rights Offer to be exempt investors in accordance with Chapter 6D of the Corporations Act 2001 ("Exempt Investors") may be invited by the Company to subscribe for a number of securities equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.1.2 Entitlements not taken up by Exempt Investors under the Institutional Entitlement Offer, and, if the Underwriter determines, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to Exempt Investors (including such investors who were not shareholders of the Company) through a bookbuild process conducted and completed on or before the Record Date ("Institutional Bookbuild"). The minimum offer price that securities may be offered under the Institutional Bookbuild shall not be less than the price offered under the Institutional Entitlement Offer.</p> <p>1.1.3 Exempt Investors and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>1.1.4 All security holders, other than Exempt Investors and Foreign Excluded Investors, are offered a number of securities equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.1.5 Entitlements not taken up in the Retail Entitlement Offer and if the Underwriter determines, entitlements which would have been offered to Retail Foreign Excluded Investors, are offered to Exempt Investors and other retail investors through a bookbuild process immediately following the close of the Retail Entitlement Offer.</p> <p>1.1.6 Securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.1.7 Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>

## Register of ASX Listing Rule Waivers

<b>Basis For Decision</b>	<p>Underlying Policy Dilution of holdings - approval of existing security holders required where further issues of securities will significantly dilute their holdings - practical operation is to provide greater protection to smaller holders against dilution - limit on securities that may be issued without security holder approval fixed at 15% of the securities on issue 12 months earlier.</p> <p>Present Application Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutions - second round offer to other security holders - all offers at the same price and ratio - sale of entitlements not taken up completed by bookbuild with any premium distributed to non-participating security holders.</p>
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<b>Rule Number</b>	7.11.3
<b>Date</b>	22/10/2010
<b>ASX Code</b>	BNT
<b>Listed Company</b>	BOUNTY MINING LTD
<b>Waiver Number</b>	WLC100332-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bounty Mining Limited (the "Company") a waiver from the following.</p> <p>1.1. Listing rule 7.11.3 to the extent necessary to permit the Company to undertake a non-renounceable rights issue whereby the Company will offer seven fully paid ordinary shares for every five shares held at the record date (the "Rights Issue") subject to the following conditions.</p> <p>1.1.1. Shareholders of the Company approve the Rights Issue.</p> <p>1.1.2. The notice of meeting seeking approval of the Rights Issue contains a voting exclusion statement that excludes the votes of any substantial shareholders, any proposed underwriter or sub-underwriter to the Rights Issue, VETL Pty Limited, and their respective associates.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must not make a pro-rata offer at a ratio greater than 1:1 - exception where offer is renounceable and issue price is not more than average price for securities in that class - enables smaller holders to either maintain their proportionate holding in entity without requiring excessive outlay of funds or being significantly diluted, or realise value by selling renounceable rights.</p> <p><b>Present Application</b> Company currently suspended following appointment of voluntary administrators and completion of DOCA - Company proposes to undertake a significant non-renounceable pro rata rights issue to raise capital to complete the recapitalisation process - proposed rights issue to be made at the ratio of seven new shares for every five shares held - waiver to permit issue subject to shareholder approval - voting exclusion statement to exclude any substantial shareholders, any proposed underwriters and sub-underwriters and VETL Pty Limited, a related party of Gary Cochrane, Chairman of the Company to receive funds raised from the rights issue in satisfaction of a secured loan with the Company.</p>



<b>Rule Number</b>	7.15
<b>Date</b>	22/10/2010
<b>ASX Code</b>	BNT
<b>Listed Company</b>	BOUNTY MINING LTD
<b>Waiver Number</b>	WLC100332-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bounty Mining Limited (the "Company") a waiver from the following.</p> <p>1.1. Listing rule 7.15 to permit the Company to set the record date for the Rights Issue prior to the date of the shareholders' meeting to approve the Rights Issue on condition that the Company's securities are not reinstated to official quotation at any time prior to the shareholders' meeting.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Entity to provide at least 7 business days after meeting to determine entitlements under an approval to offer or issue securities - provides security holders an opportunity to adjust their holding to participate in an offer or issue of securities.</p> <p><b>Present Application</b>  Company currently suspended following appointment of voluntary administrators and completion of DOCA - Company proposes to undertake a non-renounceable pro rata rights issue to raise capital to complete the recapitalisation process - shareholder approval required as a condition to the waiver granted from listing rule 7.11.3 in relation to the proposed ratio of the rights issue - Company wishes to set record date prior to shareholder approval of the rights issue - underlying policy not infringed as the Company will be suspended until completion of the recapitalisation process.</p>

<b>Rule Number</b>	7.40
<b>Date</b>	18/10/2010
<b>ASX Code</b>	TAH
<b>Listed Company</b>	TABCORP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC100340-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tabcorp Holdings Limited (the "Company") the following waivers from the listing rules in connection with the Company's undertaking a capital raising of up to approximately \$425 million by way of an accelerated pro rata renounceable entitlement offer of securities with dual bookbuilds ("Entitlement Offer").</p> <p>1.1 Listing rules 3.20.2 and 7.40 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer (the "Record Date") but in accordance with the timetable provided by the Company to ASX, on the following conditions:</p> <p>1.1.1 The Record Date must be no earlier than the fourth business day after the date after the date the Entitlement Offer is announced including that date, provided that the announcement is made before the commencement of trading.</p> <p>1.1.2 All other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Prescribes timetable for various corporate actions including pro rata issue (Appendix 7A, paragraph 3) - maintains orderly market.</p> <p><b>Present Application</b> Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - waiver granted on condition the timetable is acceptable to ASX.</p>

<b>Rule Number</b>	8.2
<b>Date</b>	27/10/2010
<b>ASX Code</b>	RDA
<b>Listed Company</b>	SERIES 2010-2 REDS TRUST
<b>Waiver Number</b>	WLC100339-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Series 2010-2 REDS Trust (the "Trust") a waiver from the following listing rule.</p> <p>1.1. Listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver to listing rule 2.1, condition 3 operates.</p>
<b>Basis For Decision</b>	<p>Underlying Policy Entity to provide issuer sponsored subregister for securities except where listing rule 8.2.1 allows for certificated subregister - supports ASX market.</p> <p>Present Application Companion waiver to listing rule 2.1 condition 3.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	27/10/2010
<b>ASX Code</b>	RDA
<b>Listed Company</b>	SERIES 2010-2 REDS TRUST
<b>Waiver Number</b>	WLC100339-005
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Series 2010-2 REDS Trust (the "Trust") a waiver from the following listing rule.</p> <p>1.1. Listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register transfers of Notes from the date which is 4 business days before an interest payment date or the maturity date of the Notes or if in contravention of clause 5.12 of the Series Supplement or clause 10 of the Master Trust Deed, on condition that ASX is satisfied with the settlement arrangements that exist in relation to the Notes to be quoted on ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must not interfere with transfer document relating to quoted securities -protects integrity of ASX market.</p> <p><b>Present Application</b> Entity required to close register of a series of Notes from the close of business 4 business days prior to each distribution date and maturity date - enables register to be up to date on distribution date and maturity date for that series of Notes - common arrangements for these types of securities.</p>

<b>Rule Number</b>	8.21
<b>Date</b>	27/10/2010
<b>ASX Code</b>	RDA
<b>Listed Company</b>	SERIES 2010-2 REDS TRUST
<b>Waiver Number</b>	WLC100339-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Series 2010-2 REDS Trust (the "Trust") a waiver from the following listing rule.</p> <p>1.1. Listing rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must comply with Appendix 8A - time limits for CHESSE requirements - maintains orderly market - supports ASTC Settlement Rules - supports integrity of ASX market.</p> <p><b>Present Application</b> Transaction in entity's securities settled outside CHESSE - institutional nature of the likely holders - waiver granted to the extent that transactions are settled outside CHESSE.</p>

<b>Rule Number</b>	10.1
<b>Date</b>	21/10/2010
<b>ASX Code</b>	BWP
<b>Listed Company</b>	BUNNINGS WAREHOUSE PROPERTY TRUST
<b>Waiver Number</b>	WLC100334-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Bunnings Warehouse Property Trust (the "Trust") a waiver from listing rule 10.1, for the period of six years from 16 September 2010, to the extent necessary to permit the Trust to enter into or extend the term of a lease with Bunnings Group Limited ("Bunnings") for any Bunnings Warehouse property where the lease is a substantial asset of the Trust, taking into account payments for the fixed term of the lease and/or any extensions to the lease, without obtaining unitholder approval on the following conditions.</p> <p>1.1. Each Annual Report for the Trust sets out clearly the terms and conditions of the leases entered into between the Trust and Bunnings (or any other Wesfarmers Limited group company) for the period since the last Annual Report.</p> <p>1.2. The lease agreements between the Trust and Bunnings for each Bunnings Warehouse property continue to be on substantially the standard terms and conditions established by the parties for leases of Bunnings Warehouse properties.</p> <p>1.3. The lease agreement in each case contains appropriate mechanisms, in the opinion of ASX, for the periodic determination of the current market rent of a Bunnings Warehouse property, as follows.</p> <p>1.3.1. In the case of the initial fixed term (to be not longer than 12 years) of a lease, the relevant terms must provide:</p> <p>(a) for the determination every six years or less (other than in the case of during an extended term following a capital upgrade) the current market rent to be paid for each Bunnings Warehouse property, including the provision of advice by an independent licensed valuer to the responsible entity of the Trust on the current market rental value; and</p> <p>(b) that no lower rent than the current market rental value shall be paid for each property (other than that the variation may be capped such that the new annual rent will be no greater than 10% (or some larger amount) higher than the total rent payable for the year preceding the date for review of the market rental value).</p> <p>1.3.2. In the case of an extended term following a capital upgrade (to be not longer than 10 years from the completion of the capital upgrade) and where there is not to be a market rent review conducted during that extended term commencing after the completion of the capital upgrade, the relevant terms must provide for an appropriate mechanism, in the opinion of ASX, for determining the rent to be paid during that extended term by reference to the value of the capital upgrades, including the provision of advice from an independent licensed valuer on the increase to the market value of the property (by reason of the upgrade and as a result of the extension of the lease).</p> <p>1.3.3. In the case of each term following the exercise of an option to renew a lease, the relevant terms must provide:</p> <p>(a) for determining every five years (other than in the case of during an extended term following a capital upgrade) the current market rent to be paid for each Bunnings Warehouse property,</p>

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	<p>including the provision of advice by an independent licensed valuer to the responsible entity of the Trust on the current market rental value; and</p> <p>(b) that no lower rent than the current market rental value shall be paid for each property (other than that the variation may be capped such that the new annual rent will be no greater than 10% (or some larger amount) higher than the total rent payable for the year preceding the date for review of the market rental value).</p> <p>1.4. The responsible entity of the Trust provides a written undertaking, in a form acceptable to ASX, that no one individual licensed valuer will provide valuations for the purposes of independent valuations for acquisitions and disposals of real estate, or advice for market rent reviews or calculations on existing or proposed leases or lease extensions, in relation to more than 40% in number of the properties held by the Trust during the previous rolling five year period.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>  Requirement to obtain approval of security holders to an acquisition or disposal of a substantial asset from person in position to exercise influence - only unassociated security holders' votes are counted - independent expert's report on fairness and reasonableness of the transaction must be obtained - protects security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p><b>Present Application</b>  Trust to enter into or extend leases with related party of substantial unitholder and controller of responsible entity - leases on largely standard terms - established pattern of dealings of this kind between Trust and the related party lessee - aggregate rental payments over fixed term and/or extensions of each lease a substantial asset - terms of the lease agreements and terms of any lease extensions to be disclosed in each annual report - condition of undertaking and periodic market rent review clause in each lease agreement requiring independent expert's valuation - conditions of waiver seek to ensure that the rent payable under the leases continues to reflect market rents from time to time, minimising the possibility that leasehold asset is disposed of on terms unduly favourable to related party lessee.</p>

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<b>Rule Number</b>	10.11
<b>Date</b>	18/10/2010
<b>ASX Code</b>	TAH
<b>Listed Company</b>	TABCORP HOLDINGS LIMITED
<b>Waiver Number</b>	WLC100340-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Tabcorp Holdings Limited (the "Company") the following waivers from the listing rules in connection with the Company's undertaking a capital raising of up to approximately \$425 million by way of an accelerated pro rata renounceable entitlement offer of securities with dual bookbuilds ("Entitlement Offer").</p> <p>1.1 Listing rules 7.1 and 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without security holder approval, on condition that the Entitlement Offer complies with the following:</p> <p>1.1.1 On or before the Record Date, security holders who are believed by the Company or the Underwriter to the Rights Offer to be exempt investors in accordance with Chapter 6D of the Corporations Act 2001 ("Exempt Investors") may be invited by the Company to subscribe for a number of securities equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer.</p> <p>1.1.2 Entitlements not taken up by Exempt Investors under the Institutional Entitlement Offer, and, if the Underwriter determines, entitlements which would have been offered to investors excluded under listing rule 7.7.1 (the "Foreign Excluded Investors") are offered to Exempt Investors (including such investors who were not shareholders of the Company) through a bookbuild process conducted and completed on or before the Record Date ("Institutional Bookbuild"). The minimum offer price that securities may be offered under the Institutional Bookbuild shall not be less than the price offered under the Institutional Entitlement Offer.</p> <p>1.1.3 Exempt Investors and Foreign Excluded Investors who sell down their holdings before the Record Date have their pro rata allocations reduced accordingly.</p> <p>1.1.4 All security holders, other than Exempt Investors and Foreign Excluded Investors, are offered a number of securities equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.1.5 Entitlements not taken up in the Retail Entitlement Offer and if the Underwriter determines, entitlements which would have been offered to Retail Foreign Excluded Investors, are offered to Exempt Investors and other retail investors through a bookbuild process immediately following the close of the Retail Entitlement Offer.</p> <p>1.1.6 Securities are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.1.7 Related parties do not participate beyond their pro rata entitlement unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all security holders.</p>



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<b>Basis For Decision</b>	<p>Underlying Policy Requirement to obtain approval of security holders to an issue of securities to related parties - directed at preventing related parties obtaining securities on advantageous terms and increasing their holding proportionate to other holdings - only unassociated security holders' votes are counted - protect security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p>Present Application Accelerated renounceable entitlement offer - functionally equivalent to renounceable pro rata offer - first round offer to institutions - second round offer to other security holders - all offers at the same price - related parties do not participate beyond pro rata allocations except under disclosed underwriting commitments.</p>
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<b>Rule Number</b>	10.13.3
<b>Date</b>	21/10/2010
<b>ASX Code</b>	CKR
<b>Listed Company</b>	COCKATOO RIDGE WINES LIMITED
<b>Waiver Number</b>	WLC100335-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Cockatoo Ridge Wines Limited (the "Company") a waiver from listing rule 10.13.3 to the extent necessary to permit the notice of meeting ("Notice") seeking shareholder approval for the issue of up to a maximum of 10,000,000 fully paid ordinary shares ("Shares") to Ivan Limb, Melvyn Drummond and Stephen Evans and up to a maximum of 50,000,000 fully paid ordinary shares ("Shares") to Taycol Services Pty Ltd (together, the "Related Parties") to state that those securities will be issued later than one month after the date of the shareholders' meeting approving the issue, subject to the following conditions.</p> <p>1.1. The Notice states that the Shares will be issued no later than 3 months after the date of the shareholders' meeting.</p> <p>1.2. The Notice states the maximum number of shares that may be issued to the Related Parties.</p> <p>1.3. The Company releases the terms of the waiver to the market no later than the time of the release of the Notice to approve the issue.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of Meeting requirement - approval of an issue of securities for listing rule 10.11 purposes - statement that securities will be issued within one month of meeting - securities must be issued before approval is stale - approval not vitiated by change in entity's circumstances - provides certainty to security holders.</p> <p><b>Present Application</b>  Company in administration and Company's securities suspended from quotation - company seeking recapitalisation - directors and proponent for the restructuring and recapitalisation of the Company to receive securities in connection with recapitalisation - completion of the share issue to occur concurrently with completion of recapitalisation proposal - meeting to be held to approve issue of securities to related parties - waiver granted to permit securities to be issued to related parties at the same time as securities to be issued to other unrelated parties in connection with recapitalisation of the Company.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	25/10/2010
<b>ASX Code</b>	OIL
<b>Listed Company</b>	OPTISCAN IMAGING LIMITED
<b>Waiver Number</b>	WLC100337-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Optiscan Imaging Limited (the "Company") a waiver from listing rules 10.13.3 and 10.13.5 to the extent necessary to permit the Company's notice of meeting (the "Notice") to approve the issue of a maximum of \$100,000 worth of fully paid ordinary shares ("Shares") in lieu of director's fees to Mr Angus Holt (the "Chairman") to state that the Shares will be issued later than 1 month after the date of the shareholders' meeting, subject to paragraphs 1.1 and 1.2 below.</p> <p>1.1 The Notice states the following.</p> <p>1.1.1 The Shares will be issued to the Chairman in four tranches in respect of 4 quarter periods ending 31 March 2011, 30 June 2011, 30 September 2011 and 31 December 2011 so long as the Chairman remains a director of the Company.</p> <p>1.1.2 The number of Shares to be issued to the Chairman in respect of any quarter in calendar year 2011 will be calculated by dividing the amount owed to the Chairman in respect of their director's fees for the quarter by the volume weighted average trading price of the Company's shares on ASX in the 3 month period preceding the end of each quarter.</p> <p>1.2 The waiver in resolution 1 is subject to the following conditions.</p> <p>1.2.1 The Company releases the terms of the waiver to the market immediately.</p> <p>1.2.2 The Company's annual report for any period during which Shares are issued to the Chairman discloses details of the securities that were issued to him, including the percentage of the Company's issued capital represented by the Shares issued to the Chairman under the terms of the waiver.</p> <p>1.2.3 The Shares are issued within 30 days of the end of each quarter.</p> <p>1.2.4 The Shares approved by shareholders may only be issued in respect of entitlements to director's fees accrued by the Chairman up to 31 December 2011.</p>
<b>Basis For Decision</b>	<p>Underlying Policy</p> <p>Notice of meeting requirement - approval of an issue of securities for listing rule 10.11 purposes - statement that securities will be issued within 1 month of meeting - securities must be issued before approval is stale - approval not vitiated by change in entity's circumstances - provides certainty to security holders.</p>

## Register of ASX Listing Rule Waivers

Present Application

Securities to be issued to director in-lieu of director's fees - securities to be issued at volume weighted average market price of entity's shares over the 3 month trading period of each quarter for calendar year 2011 - waiver granted on condition that securities are issued within the time frame stipulated and approved by shareholders at the entity's general meeting - annual report discloses details of relevant securities that have been be issued - waiver effective only for entitlements to director's fees up to end of next calendar year - potential for dilution limited in time - company must return to shareholders within 12 month period of waiver if it wants to continue to arrangement with director.

<b>Rule Number</b>	10.13.5
<b>Date</b>	25/10/2010
<b>ASX Code</b>	OIL
<b>Listed Company</b>	OPTISCAN IMAGING LIMITED
<b>Waiver Number</b>	WLC100337-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Optiscan Imaging Limited (the "Company") a waiver from listing rules 10.13.3 and 10.13.5 to the extent necessary to permit the Company's notice of meeting (the "Notice") to approve the issue of a maximum of \$100,000 worth of fully paid ordinary shares ("Shares") in lieu of director's fees to Mr Angus Holt (the "Chairman") to state that the Shares will be issued later than 1 month after the date of the shareholders' meeting, subject to paragraphs 1.1 and 1.2 below.</p> <p>1.1 The Notice states the following.</p> <p>1.1.1 The Shares will be issued to the Chairman in four tranches in respect of 4 quarter periods ending 31 March 2011, 30 June 2011, 30 September 2011 and 31 December 2011 so long as the Chairman remains a director of the Company.</p> <p>1.1.2 The number of Shares to be issued to the Chairman in respect of any quarter in calendar year 2011 will be calculated by dividing the amount owed to the Chairman in respect of their director's fees for the quarter by the volume weighted average trading price of the Company's shares on ASX in the 3 month period preceding the end of each quarter.</p> <p>1.2 The waiver in resolution 1 is subject to the following conditions.</p> <p>1.2.1 The Company releases the terms of the waiver to the market immediately.</p> <p>1.2.2 The Company's annual report for any period during which Shares are issued to the Chairman discloses details of the securities that were issued to him, including the percentage of the Company's issued capital represented by the Shares issued to the Chairman under the terms of the waiver.</p> <p>1.2.3 The Shares are issued within 30 days of the end of each quarter.</p> <p>1.2.4 The Shares approved by shareholders may only be issued in respect of entitlements to director's fees accrued by the Chairman up to 31 December 2011.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - approval of an issue of securities for listing rule 10.11 purposes - statement of issue price - statement of issue price and terms of securities - provides certainty to security holders.</p> <p><b>Present Application</b>  Formula provided for calculating issue price of securities - securities will be issued at an issue price equal to the volume weighted average of the trading price of the Company's shares for the 3 month trading period of each quarter for calendar year 2011 - waiver granted to permit entity to state formula for calculating maximum number of securities in the notice of meeting.</p>

<b>Rule Number</b>	10.15A.9
<b>Date</b>	19/10/2010
<b>ASX Code</b>	APD
<b>Listed Company</b>	APN PROPERTY GROUP LIMITED
<b>Waiver Number</b>	WLC100330-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants APN Property Group Limited (the "Company") a waiver from listing rule 10.15A.9 to the extent necessary to permit the Company's 2010 Notice of Annual General Meeting seeking shareholder approval for the issue of up to 7,500,000 shares to Mr Blight, pursuant to an employee incentive scheme established under the Executive Services Agreement between the Company and Mr Blight, to state that the shares may be issued to Mr Blight later than three years after the meeting, but not later than 30 April 2014.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - approval of an issue of securities for listing rule 10.14 purposes - statement that securities will be issued no later than 3 years after meeting - securities must be issued before approval is stale - approval not vitiated by change in entity's circumstances - provides certainty to security holders.</p> <p><b>Present Application</b>  Incentive scheme with genuine performance hurdles - issue of shares upon vesting of a performance right to be made to managing director and CEO subject to shareholder approval - details of the scheme's operation disclosed in the notice of meeting - operation of scheme is such that performance right will vest upon satisfaction of performance hurdles - performance right itself is not considered a security - performance period extends to 31 December 2013 - no additional benefits to security holders in requiring re-approval of the proposed issue.</p>

<b>Rule Number</b>	10.15.2
<b>Date</b>	22/10/2010
<b>ASX Code</b>	ANZ
<b>Listed Company</b>	AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
<b>Waiver Number</b>	WLC100331-001
<b>Decision</b>	Based solely on the information provided, ASX Limited ("ASX") grants Australia and New Zealand Banking Group Limited (the "Company") a waiver from listing Rule 10.15.2 to the extent necessary to permit the Company's Notice of 2010 Annual General Meeting ("Notice"), in relation to the resolution seeking shareholder approval for the grant of performance rights under the ANZ Share Option Plan to the Company's Chief Executive Officer and director, Mr Michael Smith, not to state the maximum number of performance rights that may be granted to him on the condition that the Notice states the method by which the number of performance rights to be granted is calculated.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - approval of acquisition of securities for listing rule 10.14 purposes - statement of the maximum number of entitlements to be issued - provides certainty to security holders.</p> <p><b>Present Application</b>  Employee incentive scheme - issue of performance rights to CEO and director - maximum number of performance rights to be granted determined by reference to a fixed dollar incentive amount and the fair market value of the performance rights at the grant date - fair market value of performance rights to be determined in accordance with AASB 2 - maximum number of performance rights to be granted not currently ascertainable - waiver granted on condition that notice contains sufficient information about the method of calculating entitlements.</p>

<b>Rule Number</b>	14.7
<b>Date</b>	29/10/2010
<b>ASX Code</b>	BOL
<b>Listed Company</b>	BOOM LOGISTICS LIMITED
<b>Waiver Number</b>	WLC100342-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Boom Logistics Limited (the "Company"), a waiver from listing rule 14.7 to the extent necessary to permit the Company not to comply with the voting exclusion statement in the notice of meeting relating to the ratification of the issue of 51,407,760 fully paid ordinary shares by the Company to various institutional investors at an issue price of \$0.30 per share (the "Placement") on 2 December 2009 (the "Resolution"), to the extent necessary to permit votes cast on the Resolution, by persons who were issued securities under the Placement and who are acting solely in a fiduciary, nominee or custodial capacity (the "Nominees") on behalf of beneficiaries who did not participate in the Placement (the "Beneficiaries"), on the following conditions.</p> <p>1.1. The Beneficiaries provide written confirmation to the Nominees that they did not participate in the Placement, nor are they an associate of a person who participated in the Placement.</p> <p>1.2. The Beneficiaries direct the Nominees to vote for or against the Resolution.</p> <p>1.3. The Nominees do not exercise discretion in casting a vote on behalf of the Beneficiaries.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing - supports listing rule requirements.</p> <p><b>Present Application</b> Resolution to be put to securityholders to ratify prior issue of securities - notice of meeting contained voting exclusion statement in accordance with listing rules 7.5.6 and 14.11 - voting exclusion statement precludes votes of nominee from being counted on resolution to ratify prior issue of securities if nominee holds securities on behalf of any underlying beneficiary who participated in the issue - purpose of rules is to exclude voting by persons with an interest in the outcome of the resolution - not intention of rules that votes attributable to beneficial holders who did not participate in security issue should be excluded along with the votes attributable to beneficial holders who did participate in the issue - waiver permits votes of nominee on behalf of underlying beneficiaries to be counted, provided beneficiary confirms to nominee that it did not participate in the issue of securities, and beneficiary directs nominee to vote for or against the resolution.</p>



<b>Rule Number</b>	14.7
<b>Date</b>	21/10/2010
<b>ASX Code</b>	JMS
<b>Listed Company</b>	JUPITER MINES LIMITED
<b>Waiver Number</b>	WLC100336-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Jupiter Mines Limited (the "Company") a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following securities ("Securities") as approved by shareholders at the extraordinary general meeting held on 12 August 2010 more than 1 month after shareholder approval.</p> <p>1.1. 241,091,493 fully paid ordinary shares to be issued to American Metals and Coal International (or its nominees).</p> <p>1.2. 246,674,875 fully paid ordinary shares to be issued to Energy and Minerals Group (or its nominees).</p> <p>1.3. 200,264,526 fully paid ordinary shares to be issued to Pallinghurst Resources Limited (or its nominees including Pallinghurst Steel Feed (Dutch) B.V).</p> <p>1.4. 276,980,185 fully paid ordinary shares to be issued to Pohang Iron &amp; Steel Company (or its nominees).</p> <p>1.5. 5,097,152 fully paid ordinary shares to be issued to Investec Limited (or its nominees).</p> <p>2. Resolution 1 is subject to the following conditions.</p> <p>2.1. The Securities are issued as soon as practicable following the South African Reserve Bank approving the issue of:</p> <p>2.1.1 5,097,152 fully paid ordinary shares to Investec Limited ("Investec") pursuant to a placement by the Company, and</p> <p>2.1.1 the issue of fully paid ordinary shares by the Company to Investec pursuant to the Company acquiring the current outstanding shareholder loans from Pallinghurst Kalahari (Mauritius) Limited and Investec to the Tshipi Manganese Project in South Africa. and in any case by no later than 12 November 2010.</p> <p>2.2. The Company releases the terms of the waiver to the market immediately.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> If a notice of meeting states that an entity will do something that the listing rules require it to do, the entity must do that thing - supports listing rule requirements.</p> <p><b>Present Application</b> Shareholder approval obtained for the issue of securities as part of a proposed acquisition - delay with placement and settlement of the acquisition due to delay in complete approval from South African Reserve Bank - notice of meeting stated that securities must be issued within 1 month of meeting - securities can not be issued until complete approval from South African Reserve Bank is obtained - company's circumstances have not changed since shareholder approval obtained - delay due to circumstances beyond control of the company - unlikely to be any undue benefit to related parties - waiver granted.</p>

<b>Rule Number</b>	14.11
<b>Date</b>	22/10/2010
<b>ASX Code</b>	OFG
<b>Listed Company</b>	OVER FIFTY GROUP LIMITED
<b>Waiver Number</b>	WLC100338-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Over Fifty Group Limited (the "Company"), a waiver from listing rule 14.11 to the extent necessary to permit the Company not to comply with the voting exclusion statement in the notice of meeting relating to the ratification of the issue of 9,044,829 fully paid ordinary shares by the Company to various institutional investors via a bookbuild process at an issue price of \$0.72 per share (the "Placement") on 23 December 2009 (the "Resolution"), to the extent necessary to permit votes cast on the Resolution, by persons who were issued securities under the Placement and who are acting solely in a fiduciary, nominee or custodial capacity (the "Nominees") on behalf of beneficiaries who did not participate in the Placement (the "Beneficiaries"), on the following conditions.</p> <p>1.1. The Beneficiaries provide written confirmation to the Nominees that they did not participate in the Placement, nor are they an associate of a person who participated in the Placement.</p> <p>1.2. The Beneficiaries direct the Nominees to vote for or against the Resolution.</p> <p>1.3. The Nominees do not exercise discretion in casting a vote on behalf of the Beneficiaries.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Notice of meeting requirement - ratification of an issue of securities for listing rule 7.4 purposes - voting exclusion statement required to exclude votes of security holders who participated in the issue, or an associate of such persons - security holders who participate in issue may receive a benefit over and above other security holders that do not participate equally in the issue.</p> <p><b>Present Application</b>  Resolution to be put to securityholders to ratify prior issue of securities - notice of meeting will contain voting exclusion statement in accordance with listing rule 7.5.6 - voting exclusion statement precludes votes of nominee from being counted on resolution to ratify prior issue of securities if nominee holds securities on behalf of any underlying beneficiary who participated in the issue - purpose of the rule is to exclude voting by persons with an interest in the outcome of the resolution - not intention of rule that votes attributable to beneficial holders who did not participate in security issue should be excluded along with the votes attributable to beneficial holders who did participate in the issue - waiver permits votes of nominee on behalf of underlying beneficiaries to be counted, provided beneficiary confirms to nominee that it did not participate in the issue of securities, and beneficiary directs nominee to vote for or against the resolution.</p>

<b>Rule Number</b>	Appendix 6A clause 2
<b>Date</b>	27/10/2010
<b>ASX Code</b>	RDA
<b>Listed Company</b>	SERIES 2010-2 REDS TRUST
<b>Waiver Number</b>	WLC100339-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Perpetual Trustee Company Limited in its capacity as trustee (the "Issuer") of the Series 2010-2 REDS Trust (the "Trust") a waiver from the following listing rule.</p> <p>1.1. Appendix 6A paragraph 2 to the extent necessary to permit the Trust to follow a timetable for interest payments outlined in the Information Memorandum, on condition that on the next business day after an interest payment date the Issuer tells ASX the following.</p> <p>1.1.1. The record date for the next interest period.</p> <p>1.1.2. The payment date for the next interest period.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Entity must comply with Appendix 6A - timetable requirements for interest payments on quoted debt securities, calls, instalments, conversion or expiry of convertible securities and despatch date - maintains informed market - supports integrity of ASX market.</p> <p><b>Present Application</b> Entity's securities to pay interest monthly - Information Memorandum specifies the record date to be 4 business days prior to date of payment - waiver granted on condition that the entity tells ASX the relevant dates for the next interest period the business day after a payment has been made - maintains informed market.</p>