

NOTE: By-laws 32, 33 + 34 added 23/4/07
per attached pages 16 + 17

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Ref:05/p0689 /Szo:E

1 OF 17

SP74674

BUILDING BY-LAWS

1. Noise

An owner or occupier of a lot must not create any noise on a lot or the property likely to interfere with the peaceful enjoyment of the owner or occupier of another lot or of any person lawfully using common property.

2. Vehicles

An owner or occupier of a lot must not park or stand any motor or other vehicle on common property or permit any invitees of the owner or occupier to park or stand any motor or other vehicle on common property.

3. Obstruction of common property

An owner or occupier of a lot must not obstruct lawful use of common property by any person except on a temporary and non-recurring basis (for example a temporary display).

4. Damage to common property

4.1 An owner or occupier of a lot must not mark, paint, drive nails or screws or the like into, or otherwise damage or deface, any structure that forms part of the common property without the written approval of the owners corporation.

4.2 An approval given by the owners corporation under clause 4.1 cannot authorise any additions to the common property.

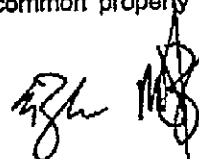
4.3 This by-law does not prevent an owner or person authorised by an owner from installing:

- (a) any locking or other safety device for protection of the owner's lot against intruders or to improve safety within the owner's lot; or
- (b) any screen or other device to prevent entry of animals or insects on the lot; or
- (c) any sign to advertise the activities of the occupier of the lot if the owners corporation has specified locations for such signs and that sign is installed in the specified locations; or
- (d) any device used to affix decorative items to the internal surfaces of walls in the owner's lot.

4.4 Any such locking or safety device, screen, other device or sign must be installed in a competent and proper manner and must have an appearance, after it has been installed, consistent with any guidelines established by the owners corporation about such installations or, in the absence of guidelines, in keeping with the appearance of the rest of the building.

4.5 Despite section 62 of the Strata Schemes Management Act 1996 (the "Act"), the owner of a lot must:

- (a) maintain and keep in a state of good and serviceable repair any installation referred to in clause 4.3 that forms part of the common property and that services the lot; and



SP74674

- (b) repair any damage caused to any part of the common property by the installation or removal of any locking or safety device, screen, other device or sign referred to in clause 4.3 that forms part of the common property and that services the lot.

5. Behaviour of owners and occupiers

An owner or occupier of a lot when on common property must be adequately clothed and must not use language or behave in a manner likely to cause offence or embarrassment to the owner or occupier of another lot or to any person lawfully using common property.

6. Behaviour of invitees

An owner or occupier of a lot must take all reasonable steps to ensure that invitees of the owner or occupier (including all customers and staff) do not behave in a manner likely to interfere with the peaceful enjoyment of the owner or occupier of another lot or any person lawfully using common property.

7. Depositing rubbish and other material on common property

An owner or occupier of a lot must not deposit or throw on the common property any rubbish, dirt, dust or other material or discarded item other than in receptacles placed on common property for that purpose.

8. Cleaning windows and doors

The owner or occupier of a lot must keep clean all exterior surfaces of glass in windows and doors on the boundary of the lots, whether a part of a lot or common property, unless:

- (a) the owners corporation resolves that it will keep the glass or specified part of the glass clean; or
- (b) that glass or part of the glass cannot be accessed by the owner or occupier of the lot safely or at all.

9. Storage of inflammable liquids and other substances and materials

9.1 An owner or occupier of a lot must not, except with the prior written approval of the owners corporation, use or store on the lot or on the common property any inflammable chemical, liquid or gas or other inflammable material.

9.2 This by-law does not apply to chemicals, liquids, gases or other material used or intended to be used for domestic purposes, or any chemical, liquid, gas or other material in a fuel tank or a motor vehicle or internal combustion engine.

10. Moving furniture and other objects through the common property

10.1 An owner or occupier of a lot must not transport any furniture, large object or deliveries to or from the lot through or on common property within the building unless not less than 24 hours notice has first been given to the building manager so as to enable the building manager to arrange for its nominee to be present at the time when the owner or occupier does so.

10.2 The owners corporation may resolve that furniture, large objects or deliveries to and from the lot are to be transported through or on the common property (whether in the building or not) in a specified manner.

10.3 If the owners corporation has specified, by resolution, the manner in which furniture, large objects or deliveries to and from the lot are to be transported, then an owner or occupier of a lot must not transport any furniture, large object or deliveries to and from the lot through or on common property except in accordance with that resolution.

11. Floor coverings

11.1 An owner of a lot must ensure that all floor space within the lot is covered or otherwise treated to an extent sufficient to prevent the transmission from the floor space of noise likely to disturb the peaceful enjoyment of the owner or occupier of another lot.

11.2 This by-law does not apply to floor space comprising a kitchen, laundry, lavatory or bathroom.

12. Garbage disposal

12.1 An owner or occupier of a lot in a strata scheme that does not have shared receptacles for garbage, recyclable material or waste:

(a) must maintain such receptacles within the lot, or on such part of the common property as may be authorised by the owners corporation, in clean and dry condition and (except in the case of receptacles for recyclable material) adequately covered; and

(b) must ensure that before refuse, recyclable material or waste is placed in the receptacles it is, in the case of refuse, securely wrapped or, in the case of tins or other containers, completely drained, or, in the case of recyclable material or waste, separated and prepared in accordance with the applicable recycling guidelines; and

(c) for the purpose of having the garbage, recyclable material or waste collected, must place the receptacles within an area designated for that purpose by the owners corporation and at a time not more than 12 hours before the time at which garbage, recyclable material or waste is normally collected; and

(d) when the garbage, recyclable material or waste has been collected, must promptly return the receptacles to the lot or other area referred to in paragraph (a); and

(e) must not place any thing in the receptacles of the owner or occupier or any other lot except with the permission of that owner or occupier; and

(f) must promptly remove any thing which the owner, occupier or garbage or recycling collector may have spilled from the receptacles and must take such action as may be necessary to clean the area within which that thing was spilled.

12.2 An owner or occupier of a lot in a strata scheme that has shared receptacles for garbage, recyclable material or waste:

- (a) must ensure that before refuse, recyclable material or waste is placed in the receptacles it is, in the case of refuse, securely wrapped or, in the case of tins or other containers, completely drained, or, in the case of recyclable material or waste, separated and prepared in accordance with the applicable recycling guidelines; and
- (b) must promptly remove any thing which the owner, occupier or garbage or recycling collector may have spilled in the area of the receptacles and must take such action as may be necessary to clean the area within which that thing was spilled.

12.3 Clauses 12.1 and 12.2 do not require an owner or occupier of a lot to dispose of any chemical, biological, toxic or other hazardous waste in a manner that would contravene any relevant law applying to the disposal of such waste.

13. Keeping of animals

Subject to section 49(4) of the Act, an owner or occupier of a lot must not, without the prior written approval of the owners corporation, keep any animal on the lot or the common property.

14. Appearance of the lot

14.1 The owner or occupier of a lot must not, without the prior written approval of the owners corporation, maintain within the lot anything visible from outside the lot that, viewed from outside the lot, is not in keeping with the rest of the building including, without limitation, blinds which (if installed after the date of registration of these bylaws) must be of a type and colour approved by the owners corporation.

14.2 Without limiting clause 14.1, the owner or occupier of any of Lots 75, 76, 77 and 78 (Retail Lots) must seek approval of the owners corporation to alter the shopfront of its lot and no such consent shall be granted except for such alterations as are of the same type and style and in keeping with the shop fronts installed in each other Retail Lot.

14.3 The owner of lot 75 has the special privilege to replace the common property wall between lot 75 and the lobby common property with a moveable or other shopfront, subject to the following conditions:-

- (a) the owner must comply with by-law 14.2 (in which respect the consent of the owners corporation will not be unreasonably withheld);
- (b) the owner must get any necessary consents from governmental agencies to install its shopfront;
- (c) the owner must properly maintain and keep in a state of good and serviceable repair, and replace or renew the shopfront when reasonably required; and
- (d) the owner must indemnify and keep indemnified the owners corporation against all claims and liability caused by exercising the rights under this by-law.

SP74674

SP74674

15. Use Of Lot

- 15.1 An occupier of a lot must not carry on any business, trade or profession in a lot without those consents which may be required from any governmental agency and in accordance with such consents.
- 15.2 An occupier of a lot must notify the owners corporation if the occupier changes the existing use of the lot in a way that may affect the insurance premiums for the strata scheme (for example, if the change of use results in a hazardous activity being carried out on the lot).
- 15.3 An owner of a lot must pay for the costs of any increase in insurance premiums for the strata scheme due the particular use of its lot.
- 15.4 An owner or an occupier may not:-
- (a) lease, licence or in anyway part with possession of a carpark lot or storage lot except to an owner or occupier of another lot.
 - (b) use a carpark lot for any purpose other than parking and unloading motor vehicles (including stationwagons and light trucks) and, without limitation, must not wash or repair any vehicle on or adjacent to such lot.

16. Preservation of fire safety

The owner or occupier of a lot must not do any thing or permit any invitees of the owner or occupier to do any thing on the lot or common property that is likely to affect the operation of fire safety devices in the parcel or to reduce the level of fire safety in the lots or common property.

17. Prevention of hazards

The owner or occupier of a lot must not do any thing or permit any invitees of the owner or occupier to do any thing on the lot or common property that is likely to create a hazard or danger to the owner or occupier of another lot or any person lawfully using the common property.

18. Provision of amenities or services

- 18.1 The owners corporation may, by special resolution, determine to enter into arrangements for the provision of the following amenities or services to one or more of the lots, or to the owners or occupiers of one or more of the lots:
- (a) security services;
 - (b) promotional services;
 - (c) advertising;
 - (d) cleaning;
 - (e) garbage disposal and recycling services;
 - (f) electricity, water or gas supply;

SP74674

- (g) telecommunication services (for example, cable television);
 - (h) on site management.
- 18.2 If the owners corporation makes a resolution referred to in clause 18.1 to provide an amenity or service to a lot or to the owner or occupier of a lot, it must indicate in the resolution the amount for which, or the conditions on which, it will provide the amenity or service.
- 19. Controls on hours of operation and use of facilities**
- 19.1 The toilets and tearoom on any level of the building may only be used by owners and occupiers of lots situated on that level and their invitees.
- 19.2 Owners and occupiers using the tearooms on their level of the building must keep the tearoom clean and tidy and are responsible for cleaning and putting away their own kitchen cups and saucers (and other such kitchen utensils)
- 19.3 The owners corporation may for security reasons or effective control and management of the building:
- (a) close off or restrict access to parts of common property which are not required for access to any lot;
 - (b) restrict by security device access to levels of the building where an owner or occupier does not own or occupy a lot;
 - (c) allow the building manager to use parts of common property to operate or monitor security of the building; and
 - (d) prevent an owner or occupier from gaining access to those parts of common property used for security purposes by the building manager
- 19.4 The owners corporation may, by special resolution, make any of the following determinations if it considers the determination is appropriate for the control, management, administration, use or enjoyment of the lots or the lots and common property of the strata scheme:
- (a) that commercial or business activities may be conducted on a lot or common property only during certain times (outside usual business hours);
 - (b) that facilities situated on the common property may be used only during certain times or on certain conditions.
- 19.5 An owner or occupier of a lot must comply with clause 19.1 and with any determination referred to in clause 19.3 or 19.4.
- 19.6 Nothing in this by-law 19 entitles the owners corporation to restrict the access of the owners or occupiers of lots 75 and 76 to common property on the ground floor of the building unless such restriction is required by a governmental authority

SP74674

20. Air conditioning

- 20.1 An owner or occupier of a lot must not do anything or permit any invitees of the owner or occupier to do anything on the lot or common property that may adversely affect the operation of the air conditioning on the lots or common property.
- 20.2 An owner or occupier of a lot must not install or maintain on a lot or common property any air conditioning unit other than with a power rating, noise rating and in a location approved or designated by the owners corporation.
- 20.3 The owners corporation may determine from time to time:-
- (a) the hours of operation of any air conditioning services provided by the owners corporation to the lots and common property outside the core hours of 8.30am to 5.30pm, Monday to Friday, excluding public holidays; and
 - (b) the charges to be levied to owners of lots for the provision of out of hours air conditioning services.

21. Contractors

An owner or occupier of a lot must not do anything which may prejudice the security of the building and without limitation will not engage any cleaning or waste removal contractor to work in a lot except:

- (a) during normal business hours when public access is available to common property; or
- (b) outside such hours with the consent of the owners corporation (which consent shall not be unreasonably withheld).

22. Non Structural Walls

- 22.1 Subject to obtaining the prior consent of the owners corporation (which consent shall not be unreasonably withheld) and any relevant government agencies to any building work an owner or occupier of a lot may remove or replace any non-structural common property walls between 2 adjoining lots that they own or occupy. Exclusive use of the common property area of any wall removed (or not erected at the time of registration of the strata plan) is granted to the owner or occupier of the 2 lots subject to such owner or occupier maintaining the relevant common property area in a manner required by the owners corporation.
- 22.2 If a wall is changed under this by-law the owner or occupier must:
- (a) comply with any conditions imposed by the owners corporation to its consent under by-law 22.1;
 - (b) comply with section 14 of the Strata Titles (Freehold Development) Act 1973 and lodge any necessary building alteration plan with the Land and Property Information (NSW).
- 22.3 It is a condition of an owner or occupier changing a wall under this by-law that:
- (a) the owners corporation does not have to reinstate the wall or repair any new wall;

SP74674

- (b) the owner or occupier is responsible for the maintenance and upkeep of the area of which it is granted exclusive use under this by-law;
 - (c) any reinstatement of the wall will be to a standard required by the owners corporation and any applicable building regulations;
 - (d) the owner or occupier acknowledges this for themselves and future owners of the lot.
- 22.4 The owner must indemnify and keep indemnified the owners corporation against all claims and liability caused by exercising the right under this by-law.
- 23. Foyer Exclusive Use**
- 23.1 This is an exclusive use by-law granting exclusive use and special privileges in common property according to Division 4, Chapter 2 in Part 5 of the Act. The owners corporation may amend or cancel this by-law by special resolution and with the consent of the owner to whom it applies.
- 23.2 Where an owner is the owner of all the lots on a single level on any of levels 1 to 16 of the building, and only for so long as that owner remains the owner of all the lots on the relevant single floor of the building, that owner is granted:
- (a) exclusive use of the common property adjacent to the lifts, the toilets and tea room on the level upon which it is the owner of all the lots; and
 - (b) subject to obtaining the prior consent of the owners corporation and any relevant government agencies to any building work, the special privilege to remove any non structural common property walls between the lot that they own and adjacent common property and to erect structures in the common property adjacent to the lifts on the level upon which it is the owner of all the lots and for this purpose to make alterations to the common property within that area.
- 23.3 If a wall is changed under this by-law the owner or occupier must:
- (a) comply with any conditions imposed by the owners corporation to its consent under by-law 23.2;
 - (b) comply with section 14 of the Strata Titles (Freehold Development) Act 1973 and lodge any necessary building alteration plan with the Land and Property Information (NSW).
- 23.4 It is a condition of the owner erecting any structure in or making any alterations to the common property under this by-law that
- (a) the owner is responsible for the removal of such structures and reinstatement of the common property upon the rights of exclusive use ceasing;
 - (b) the owner is responsible for the maintenance, cleaning and upkeep of the area of which it is granted exclusive use under this by-law;
 - (c) any such removal or reinstatement will be to the standard required by the owners corporation and any applicable building regulations; and

- (d) the owner acknowledges this for itself and future owners of the relevant lots.
- 23.5 The owner must indemnify and keep indemnified the owners corporation against all claims and liability caused by exercising rights under this by-law.
- 24. Part Foyer Exclusive Use**
- 24.1 This is an exclusive use by-law granting exclusive use and special privileges in common property according to Division 4, Chapter 2 in Part 5 of the Act. The owners corporation may amend or cancel this by-law by special resolution and with the consent of the owner to whom it applies.
- 24.2 Where an owner is the owner of both the lots on a single level on any of levels 1 to 16 of the building specified out in the table below, and only for so long as that owner remains the owner of both specified lots on the relevant single floor of the building, that owner is granted:
- (a) exclusive use of the area of 6m² common property immediately adjacent to the entrance of the specified lots ("the specified area"); and
- (b) subject to obtaining the prior consent of the owners corporation and any relevant government agencies to any building work, the special privilege to remove any non structural common property walls between the lot that they own and the specified area and to erect structures in the specified area and for this purpose to make alterations to the common property within the specified area.

The relevant lots having specified areas are as follows:

Level	Specified Lots
Level 6	Lots 14 and 22
Level 6	Lots 16 and 17
Level 7	Lots 23 and 31
Level 7	Lots 26 and 25
Level 9	Lots 33 and 41
Level 9	Lots 35 and 36
Level 13	Lots 47 and 55
Level 13	Lots 49 and 50
Level 15	Lots 57 and 65
Level 15	Lots 59 and 60
Level 16	Lots 66 and 74
Level 16	Lots 68 and 69

- 24.3 If a wall is changed under this by-law the owner or occupier must:
- (a) comply with any conditions imposed by the owners corporation to its consent under by-law 24.2;
- (b) comply with section 14 of the Strata Titles (Freehold Development) Act 1973 and lodge any necessary building alteration plan with the Land and Property Information (NSW).
- 24.4 It is a condition of the owner erecting any structure in or making any alterations to the common property under this by-law that:

SP74674

- (a) the owner is responsible for the removal of such structures and reinstatement of the common property upon the rights of exclusive use ceasing;
 - (b) the owner is responsible for the maintenance, cleaning and upkeep of the area of which it is granted exclusive use under this by-law;
 - (c) any such removal or reinstatement will be to the standard required by the owners corporation and any applicable building regulations; and
 - (d) the owner acknowledges this for itself and future owners of the relevant lots.
- 24.5 The owner must indemnify and keep indemnified the owners corporation against all claims and liabilities caused by exercising the rights under this by-law.

25. Lot 75 Exclusive Use

25.1 This is an exclusive use by-law granting exclusive use and special privileges in common property according to Division 4, Chapter 2 in Part 5 of the Act. The owners corporation may amend or cancel this by-law by special resolution and with the consent of the owner to whom it applies.

25.2 The owner and occupier of lot 75 are granted exclusive use of the area on the ground floor marked "A" on the attached plan to use in connection with any café or restaurant business operated in lot 75 and to install tables and chairs for use in connection with that business.

25.3 It is a condition of the exercise of the rights under this by-law that:-

- (a) the tables and chairs installed under this by-law must be of a good quality and type commensurate with the standard of the remainder of the building;
- (b) the tables and chairs installed under the by-law must be removed during the hours in which the business operated in lot 75 is not operating;
- (c) the owner must get any necessary consents from government agencies to use the area of which it is granted exclusive use under this by-law;
- (d) the owner is responsible for the maintenance, cleaning and upkeep of the area of which it is granted exclusive use under this by-law;
- (e) the owner must keep the area of which it is granted exclusive use under this by-law, and the tables and chairs installed in the area, clean and in good state of repair and condition;
- (f) the owner must repair any damage to common property caused by exercise of the rights under this by-law;
- (g) the owner must maintain insurance in terms required by the owners corporation (acting reasonably) for all risks associated with the exercise of the rights under this by-law; and
- (h) the owner acknowledges this for itself and future owners of the relevant lots.

SP74674

25.4 The owner must indemnify and keep indemnified the owners corporation against all claims and liability caused by exercising rights under this by-law.

26. Security Keys

26.1 The owners corporation will cause the issue to the owner of each lot such security cards and/or keys as will enable access to common areas.

26.2 The owner must pay for each key and/or security card such cost as the owners corporation, from time to time determines, but in any event no less than \$200 for each card and no less than \$200 for each key.

26.3 The owner of a lot may not duplicate or copy the security card or key.

26.4 If the owner of a lot has damaged, or lost its security card or key or had its security card or key stolen, then the owner must immediately notify the owners corporation which will replace the card or key at the cost of the owner

26.5 The owner of a lot will return any security card or security key to the owners corporation immediately on request

27. Signage

27.1 An owner or occupier may not display signage of any type in locations visible outside its lot without the written permission of the owners corporation

27.2 This by-law does not prevent an owner or person authorised by an owner from installing any sign to advertise the name of the occupier of the lot if:

- (a) the owners corporation has specified locations for such signs and that sign is installed in a specified location;
- (b) the owners corporation has approved the size and style of such signs and that sign is installed in compliance with such approval; and
- (c) such signs have been approved by any relevant government agencies

27.3 For any signs installed pursuant to by-law 27.2 the owner must:-

- (a) properly maintain and, where necessary, replace the signs;
- (b) repair damage to common property caused by the exercise of rights under by-law 27.2; and
- (c) indemnify and keep indemnified the owners corporation against all claims and liability caused by exercising the rights under by-law 27.2.

27.4 This by-law does not prevent the original proprietor or any party authorised by the original proprietor from displaying "for lease" or "for sale" signs. The original proprietor does not need to obtain the consent of the owners corporation to display these signs

SP74674

28. Exclusive use and special privilege for lot 124

28.1 This is an exclusive use by-law granting exclusive use and special privileges in common property according to Division 4, Chapter 2 in Part 5 of the Act. The owners corporation may amend or cancel this by-law by special resolution and with the consent of the owner to whom it applies.

28.2 Despite by-law 27, the owner of lot 124 and every person authorised by it has:

28.2.1 the exclusive use of that part of the common property marked "B" on the attached plan (**Exclusive Use Area**); and

28.2.2 the special privilege to erect, fix, attach, exhibit and use any sign, place card, advertising material or other similar item that identifies or relates to any business lawfully carried on by it or any of its tenants, licensees or occupier of its lots from the building, subject to the following conditions:

- (a) that owner must comply with the reasonable requirements of the owners corporation when it erects a sign;
- (b) the owner must get any necessary consents from government agencies to erect any sign;
- (c) each sign must be of a size, style and quality consistent with the area in which it is located;
- (d) the owner must properly maintain and keep in a state of good and serviceable repair, and replace or renew when reasonably required, any sign put up by it under this by-law;
- (e) the owner may allow third parties to exercise its rights under this by-law so long as the signs relate to any business conducted or represented in or from the building; and
- (f) the owner must indemnify and keep indemnified the owners corporation against all claims and liability arising from an exercise of rights under this by-law 28.

29. Cabling

29.1 This is a by-law granting special privileges in common property according to Division 4, Chapter 2 in Part 5 of the Act. The owners corporation may amend or cancel this by-law by special resolution and with the consent of the owner to whom it applies.

29.2 The owner and occupier of each lot are granted special privileges to install and maintain service lines, pipes, cabling and wires ("conduits") necessary for the conduct of the business undertaken in its lot in the area (if any) between the upper boundary of its lot and the underside of the concrete floor above its lot and within any non-structural common property wall between 2 adjoining lots it may own or occupy.

29.3 It is a condition of an owner or occupier exercising its special privilege under this by-law that:

- (a) the owner or occupier is responsible for the maintenance, upkeep and replacement of all conduits installed under this by-law; and

SP74674

- (b) upon the removal of such conduits the owner or occupier must reinstate the common property to a standard required by the owners corporation and any applicable building regulation.

29.4 The owner must indemnify and keep indemnified the owners corporation against all claims and liability caused by exercising the right under this by-law.

30. Veranda Access

The owners and occupiers of lot 6 must allow the owners corporation and any persons authorised by it at reasonable times after giving reasonable notice (or at any time without notice in an emergency) access through lot 6 to inspect, maintain, and do any works that the owners corporation considers desirable to the common property veranda adjacent to lots 6 and any equipment situated upon it, and to install and remove any such equipment.

31. Fitting Out Lot

- 31.1 The Owners Corporation may from time to time adopt a fit-out guide in connection with fitting out lots, and may amend the fit-out guide from time to time.
- 31.2 Owners and occupiers must comply with the fit-out guide adopted under by-law 31.1 in force from time to time.
- 31.3 The Owners Corporation will communicate any amendments to the fit-out guide to owners as soon as practicable after their adoption.

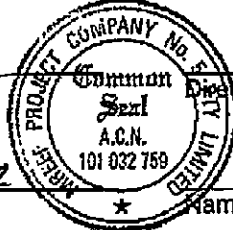
SP74674

THE COMMON SEAL OF MREEF PROJECT
COMPANY NO. 5 PTY LIMITED
WAS HEREUNTO AFFIXED IN ACCORDANCE
WITH THE COMPANY'S CONSTITUTION:

Signed on behalf of the Registered Proprietor:

SIGNED for and on behalf of
MREEF PROJECT COMPANY NO. 5
PTY LIMITED in the presence of:

[Signature]
Director/Secretary
[Signature] Director
Name (please print) MICHAEL TAYLOR Name (please print) MATTHEW BANKS



Signed on behalf of the Mortgagee:

SIGNED by CAPITAL FINANCE
AUSTRALIA LIMITED by its
authorised representative in the
presence of:

EXECUTED BY CAPITAL FINANCE
AUSTRALIA LIMITED ACN 069 663 136
BY ITS DULY APPOINTED ATTORNEYS
BRETT LENNANE

MARK CORBETT
Full Name
PURSUANT TO POWER OF
ATTORNEY OF WHICH THEY HAVE NO
NOTICE OF REVOCATION
IN THE PRESENCE OF:

[Signature]
Signature
[Signature]
Signature
Book 4288
no 468

Witness

[Signature]
Witness
ANNA PALIC

Name (please print)

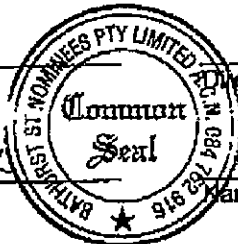
Name (please print)

Signed on behalf of the Mortgagee:

SIGNED by BATHURST ST
NOMINEES PTY LIMITED
in accordance section 127(1) of the
Corporations Act in the presence of:

THE COMMON SEAL OF BATHURST ST
NOMINEES PTY LIMITED
WAS HEREUNTO AFFIXED IN ACCORDANCE
WITH THE COMPANY'S CONSTITUTION:

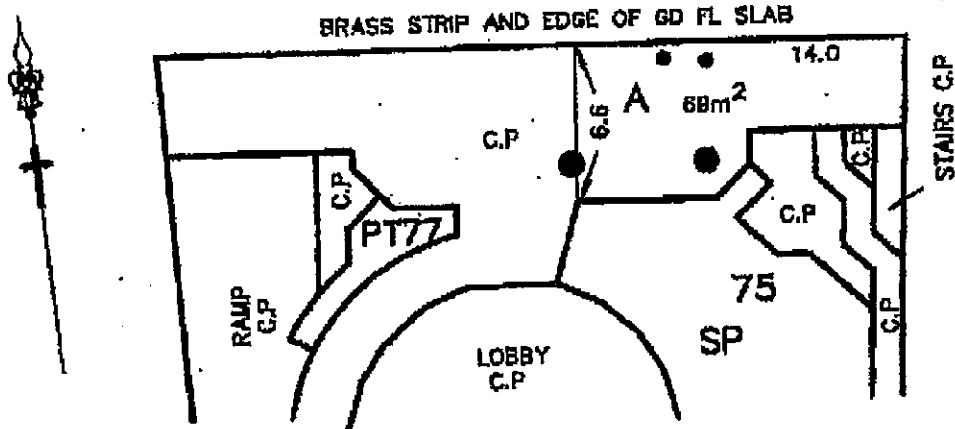
[Signature]
Director/Secretary
[Signature] Director
Name (please print) MICHAEL TAYLOR Name (please print) MATTHEW BANKS



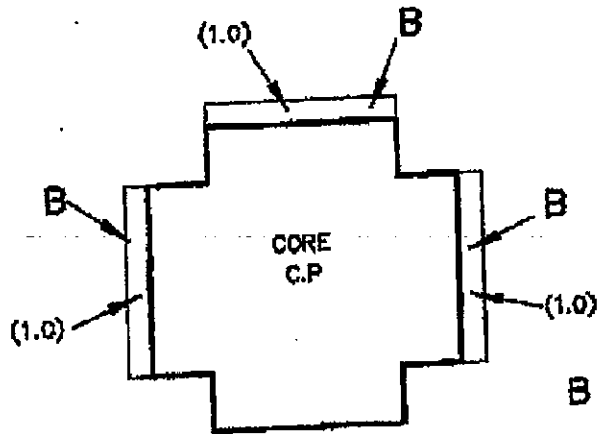
SP74674

SHEET 1 OF 1 SHEETS

PLAN
SHOWING EXCLUSIVE USE AREAS
SOVEREIGN CENTRE 99 BATHURST ST
SYDNEY



GROUND FLOOR



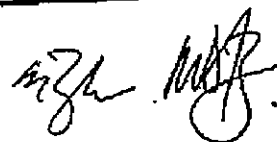
ROOF

PER: *Geoff A. Crook*
REGISTERED SURVEYOR

ALL AREAS ARE APPROXIMATE ONLY
C.P. - DENOTES COMMON PROPERTY SP
B - LIMITED IN DEPTH TO THE UPPER SURFACE
OF THE BUILDING ROOF & IN HEIGHT TO
THE TOP OF THE CORE

HIGGINS NORTON PARTNERS
SURVEYORS & PROPERTY CONSULTANTS
APPL. 4th QAR 188 37A
149 CASTLEREAGH STREET, SYDNEY.
PH. 9284 8044
FAX 9284 8044

REGISTERED  19.7.2005



BUILDING BY-LAWS**32. Common Property Restrictions**

The owner or occupier of a lot must not and must not permit any invitees of the owner or occupier to:

- (a) loiter on the common property or in the immediate vicinity of the building;
- (b) smoke on the common property or in the immediate vicinity of the building;
- (c) eat or drink on the common property (apart from areas such as tea rooms constructed for or dedicated to such purposes, or in areas in respect of which exclusive use has been granted to an owner);
- (d) use lifts in the building other than for their intended purpose;
- (e) use the lifts in the building in a manner which results in a significant deterioration in the availability of the lift services to other occupiers of the building (for example, without limitation, utilising the lifts to make repetitive journeys between adjacent floors of the building).

33. Occupation Density

33.1 For the purposes of ensuring security, safety and comfort of occupants of the building and complying with the requirement of the Building Code of Australia applicable to the building the owner or occupier of a lot must ensure that the number of persons occupying the lot on a regular or permanent basis does not exceed 1 person per 10 square metres (rounded up to the next number for any proportion of a square metre exceeding .5 of a square metre) unless the owner or occupier of the lot has obtained the prior written approval of the owners corporation to such regular or permanent occupation. Such approval may be granted or withheld in the absolute discretion of the owners corporation (which is not obliged to take into account any prior approvals or refusals).

33.2 An owner or occupier of a lot must permit the owners corporation, any building or facilities manager or any other representative of the owners corporation, access to the lot during any time the owner or occupier is occupying the lot, for the purposes of ascertaining compliance with this by-law.

33.3 An owner or occupier of a lot must within 7 days of written request by the owners corporation, provide to the owners corporation information on the total number of persons occupying the lot on a regular or permanent basis.

34. Development Consents

34.1 An owner or occupier of a lot may only use that lot for purposes approved by and in accordance with the conditions of a current development consent.

34.2 Before any application by an owner or occupier for development consent in relation to the lot is submitted to Council or any other appropriate authority that application must be approved by the owners corporation (which approval shall not be unreasonably withheld). Without limitation, the owners corporation may withhold

such consent or impose conditions on such consent if it has reasonable cause to believe that the proposed use may:

- (a) adversely affect security with the building;
- (b) result in a breach of the by-laws; or
- (c) result in a significant deterioration of the lift services available to other occupiers of the building (in which case the conditions imposed may include a requirement to construct a connecting staircase between lots on adjacent floors of the building under common ownership or occupation).

34.3 An owner or occupier of a lot must:

- (a) provide the owners corporation with a full and complete copy of all development consents applicable to the lot they own or occupy (and any amendments to any such consent);
- (b) comply with all conditions to any development consents applicable to the lot they own or occupy; and
- (c) comply with any notice issued by the owners corporation advising of a breach of any condition in any development consent applicable to the lot they own or occupy and requiring compliance with that condition.

CHANGE OF BY-LAWS
New South Wales
Real Property Act 1900

Leave this space clear. Affix additional pages to the top left-hand corner.

PRIVACY NOTE: Section 31B of the Real Property Act 1900 (RP Act) authorises the Registrar General to collect the information required by this form for the establishment and maintenance of the Real Property Act Register. Section 96B RP Act requires that the Register is made available to any person for search upon payment of a fee, if any.

(A) TORRENS TITLE	For the common property CP/SP74674	
(B) LODGED BY	Document Collection Box	Name, Address or DX and Telephone
	Reference:	
		CODE CB

- (C) The Owners-Strata Plan No. SP74674 certify that pursuant to a resolution passed on 11 April 2007 and in accordance with the provisions of section No. 47 of the Strata Schemes Management Act 1996
- (D) the by-laws are changed as follows—
- (E) Repealed by-law No. NOT APPLICABLE
Added by-law No. 32, 33 and 34
Amended by-law No. NOT APPLICABLE
as fully set out below:

See Annexure A



- (F) The common seal of the Owners-Strata Plan No. SP74674 was affixed on 19-4-07 in the presence of—

Signature(s): [Signature]

Name(s): David Ferguson

being the person(s) authorised by section 238 of the Strata Schemes Management Act 1996 to attest the affixing of the seal.

- (G) COUNCILS CERTIFICATE UNDER SECTION 56(4) OF THE STRATA SCHEMES MANAGEMENT ACT 1996

I certify that _____ has approved the change of by-laws set out herein.

Signature of authorised officer: _____

Name of authorised officer: _____

Position of authorised officer: _____

THIS AND THE FOLLOWING 1 PAGE IS THE ANNEXURE 'A' REFERRED TO IN THE CHANGE OF BY-LAWS FOR CP/SP74674

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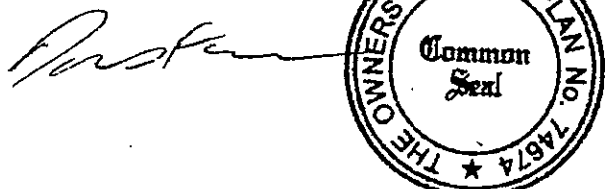
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