

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To: Company Name/Scheme **Viento Group Limited**ACN/ARSN **000 714 054**

1. Details of substantial holder (1) **Australian Securities & Investments Commission**
 Name **and each of the persons set out in paragraph 1 of Annexure A (together "ASIC")**
 ACN/ARSN (if applicable) **N/A**

The holder became a substantial holder on **19 /01 /11****2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	5,014,615	5,014,615	10.6%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer to paragraph 3 of Annexure A	Refer to paragraph 3 of Annexure A	Refer to paragraph 3 of Annexure A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer to paragraph 4 of Annexure A	Refer to paragraph 4 of Annexure A	Refer to paragraph 4 of Annexure A	Refer to paragraph 4 of Annexure A

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
ASIC	19 /01/ 11	Nil	Nil	5,014,615 Ordinary Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See paragraph 7 of Annexure A	See paragraph 7 of Annexure A

Signature

print name	Leonard David Bryant	capacity	Delegate of the Australian Securities & Investments Commission
sign here		date	/ / 19/01/2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

1. Details of substantial holder

Each of the following persons (together referred to as "ASIC" in this form) is a substantial holder for the purposes of paragraph 1 of this form:

Australian Securities & Investments Commission
Anthony Michael D'Aloisio
The Commonwealth of Australia

3. Details of relevant interests

The nature of the relevant interest each of the following persons (together referred to as "ASIC" in this form) or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and Number of Securities
Australian Securities and Investments Commission	Power to dispose of the securities vested in the Commonwealth on 19 January 2011 under orders of the Takeovers Panel dated 19 January 2011 (attached at Annexure B). Accordingly, ASIC has the power to dispose of, or control the exercise of a power to dispose of, the securities. Further details of the circumstances giving rise to the orders is available from the Panel's website at www.takeovers.gov.au .	5,014,615 Ordinary Shares
Anthony Michael D'Aloisio, Chairman, Australian Securities and Investments Commission	Under s608(3) of the <i>Corporations Act 2001</i> , Anthony D'Aloisio has a relevant interest in securities in which the Australian Securities and Investments Commission has a relevant interest on account of his capacity to determine the outcome of decisions about financial policies of the commission in his office as Chief Executive under the <i>Financial Management and Accountability Act 1997</i> .	5,014,615 Ordinary Shares
The Commonwealth of Australia	Ownership of securities vested in the Commonwealth on 19 January 2011 under orders of the Takeovers Panel dated 19 January 2011 (attached at Annexure B). Accordingly, the Commonwealth has the power to dispose of, or control the exercise of a power to dispose of, the securities. Further details of the circumstances giving rise to the orders is available from the Panel's website at www.takeovers.gov.au .	5,014,615 Ordinary Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
ASIC	Delta Ace Pty Ltd	ASIC	568,484 ordinary shares
ASIC	Gucce Holdings Pty Ltd	ASIC	3,000 ordinary shares
ASIC	Indian Ocean Capital (WA) Pty Ltd	ASIC	393,556 ordinary shares
ASIC	Mammoth Nominees Pty Ltd	ASIC	3,148,349 ordinary shares
ASIC	Timebuild Pty Ltd	ASIC	901,226 ordinary shares

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Australian Securities and Investments Commission	Level 5, 100 Market Street, Sydney, NSW 2000
Anthony D'Aloisio	Level 5, 100 Market Street, Sydney, NSW 2000
The Commonwealth of Australia	Level 5, 100 Market Street, Sydney, NSW 2000

Delta Ace Pty Ltd	PO Box 6913, East Perth, WA 6892
Gucce Holdings Pty Ltd	Suite 4B, 176 Main Street, Osborne Park WA 6017
Indian Ocean Capital (WA) Pty Ltd	53 Rule Street, North Fremantle WA 6159
Mammoth Nominees Pty Ltd	2 Duncraig Road, Applecross WA 6156
Timebuild Pty Ltd	PO Box 1051, West Perth WA 6872



Australian Government

Takeovers Panel

**CORPORATIONS ACT
SECTION 657D
ORDERS**

VIENTO GROUP LIMITED

The Panel made a declaration of unacceptable circumstances on 13 January 2011.

THE PANEL ORDERS

Divestment order

1. The Sale Shares are vested in the Commonwealth on trust for Delta Ace, Guce Holdings, Mammoth Nominees, IOCWA and Timebuild respectively.
2. ASIC must:
 - (a) sell the Sale Shares in accordance with these orders and
 - (b) account to Delta Ace, Guce Holdings IOCWA, Mammoth Nominees and Timebuild respectively for the proceeds of sale, net of the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC and the Commonwealth (if any).
3. ASIC must:
 - (a) retain an Appointed Seller to conduct the sale and
 - (b) instruct the Appointed Seller -
 - (i) to use the most appropriate sale method to secure the best available sale price for the Sale Shares that is reasonably available at that time in the context of complying with these orders, including the stipulated timeframe for the sale
 - (ii) to provide to ASIC a statutory declaration that, having made proper inquiries, the Appointed Seller is not aware of any interest, past, present, or prospective which could conflict with the proper performance of the Appointed Seller's functions in relation to the disposal of the Sale Shares
 - (iii) unless the Appointed Seller sells Sale Shares on market, that it obtain from any prospective purchaser of Sale Shares a statutory declaration that the prospective purchaser is not associated with any of the Associated Parties
 - (iv) that none of the Associated Parties may directly or indirectly purchase any of the Sale Shares, except to the extent that they are allowed to acquire additional shares under item 9(b) of s611 and the Appointed Seller sells those shares on market and

- (v) to dispose all the Sale Shares within 3 months from the date of its engagement.
4. Viento and the Associated Parties must do all things necessary to give effect to these orders, including:
 - (a) doing whatever is necessary to ensure that the Commonwealth is registered with title to the Sale Shares in the form approved by ASIC and
 - (b) until the Commonwealth is registered, complying with any request by ASIC in relation to the Sale Shares.
 5. The Associated Parties must not otherwise dispose of, transfer, charge or vote any Sale Shares (except those acquired on market under paragraph 3(b)(iv)).
 6. Until completion of orders 1 – 5:
 - (a) IOCWA can only exercise voting rights over 74,624 Viento shares
 - (b) Timebuild can only exercise voting rights over 5,757,654 Viento shares and
 - (c) Delta Ace can only exercise voting rights over 3,632,636 Viento shares.
 7. None of the Associated Parties may take into account any relevant interest or voting power that any of them or their respective associates had, or have had, in the Sale Shares, when calculating the voting power referred to in Item 9(b) of s611 of the *Corporations Act 2001* (Cth), of a person six months before an acquisition exempted under Item 9 of s611. Any Sale Shares acquired on market under paragraph 3(b)(iv) must be taken into account in any subsequent calculation for item 9 purposes, taking the date of acquisition as the date they were acquired on market under paragraph 3(b)(iv).

Substantial holding disclosure order

8. Each of the Associated Parties must as soon as practicable give notice of their combined substantial holding as required under Part 6C.1 in relation to their voting power in Viento and their association, including disclosing:
 - (a) the name of each associate who has a relevant interest in voting shares in Viento
 - (b) the nature of their association with each associate
 - (c) the relevant interest of each associate and
 - (d) details of any relevant agreement through which they have a relevant interest Viento shares.

Interpretation

9. In these orders:

Term	Meaning
Appointed Seller	An investment bank or stock broker
ASIC	Australian Securities and Investments Commission, as agent of the Commonwealth
Associated Parties	Ms Tina Bazzo, Mr Allen Caratti, Mr Michael Carter, Ms Samantha Ferguson-Smith, Timebuild, Delta Ace,

	Mammoth Nominees, Guce Holdings and IOCWA or any of their associates
Delta Ace	Delta Ace Pty Ltd
Guce Holdings	Guce Holdings Pty Ltd, itself and as trustee of the Guce Holdings Trust
IOCWA	Indian Ocean Capital (WA) Pty Ltd, itself and as trustee of the Indian Ocean Superannuation Fund
Mammoth Nominees	Mammoth Nominees Pty Ltd
On market	in the ordinary course of trading on Australian Stock Exchange and not by crossing or special crossing
Sale Shares	The following shares in Viento: 568,484 shares held by Delta Ace 3,000 shares held by Guce Holdings 393,556 shares held IOCWA 3,148,349 shares held by Mammoth Nominees 901,226 shares held by Timebuild
Timebuild	Timebuild Pty Ltd
Viento	Viento Group Ltd



Alan Shaw
Counsel
with authority of Byron Koster
President of the sitting Panel
Dated 19 January 2011