

**DECISION No. 2000-MC-1020**

**IN THE MATTER OF the Canadian Securities Legislation  
of the Provinces of Alberta, British Columbia, Québec,  
Saskatchewan, Manitoba, Nova Scotia, the Northwest Territories and New  
Brunswick.**

**AND IN THE MATTER OF the Mutual Reliance Review System  
For Exemptive Relief Applications**

**AND IN THE MATTER OF Amcor Limited**

**WHEREAS** the Canadian securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of Québec, Alberta, British Columbia, Saskatchewan, Manitoba, Nova Scotia, the Northwest Territories and New Brunswick (the "Jurisdictions") have received an application from Amcor Limited (the "Applicant") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the registration and prospectus requirements contained in the Legislation shall not apply to the proposed issuance of ordinary shares of PaperlinX ("PaperlinX Shares"), currently a wholly-owned subsidiary of the Applicant to the holders of ordinary shares of the Applicant ("Amcor Shares") and certain first trade relief;

**AND WHEREAS** pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "MRRS"), the Commission des valeurs mobilières du Québec is the principal regulator for this application;

**AND WHEREAS** the Applicant has represented to the Decision Makers that:

- (1) The Applicant is a company organized under the Corporations Law of Australia.
- (2) The outstanding Amcor Shares are listed and posted on the Australian Stock Exchange (the "ASX") under the symbol "AMC".
- (3) The Applicant has in excess of 100,000 shareholders, 678 of whom are residents of Canada.
- (4) There are 54 holders of Amcor Shares in New Brunswick, 265 in Québec, 144 in Ontario, 69 in Saskatchewan, 91 in Alberta, 1 in Manitoba, 1 in the Northwest Territories, 1 in Nova Scotia and 52 in British Columbia.
- (5) Of the 678 Canadian shareholders of the Applicant, 650 are employees of an affiliate of the Applicant. Specifically, the Canadian employee/shareholders are employed by one of four companies in the Amcor Group; Amcor Twinpak - North America Inc. (an indirect wholly-owned subsidiary of the Applicant), Twinpak PET (Ontario) Inc., Twinpak PET (Québec) Inc., or Twinpak Atlantic Inc. (all of which are wholly-owned subsidiaries of Amcor Twinpak - North America Inc.).

(6) The Applicant is not a reporting issuer or equivalent any of the provinces of Canada and has no current intention of becoming a reporting issuer in any Canadian jurisdiction.

(7) The Applicant is presently in the business of producing (i) pulp and paper and (ii) plastic, metal and paper packaging and holds substantial investments in Kimberly-Clark Australia and Spicers Paper.

(8) PaperlinX is a company organized under the Corporations Law of Australia and is currently a wholly-owned subsidiary of the Applicant.

(9) PaperlinX is in the business of manufacturing and distributing paper-based products in Australia and New Zealand.

(10) As at February 18, 2000, the issued capital of PaperlinX consisted of 256,830,601 ordinary shares.

(11) The Applicant intends to enter into a spin-off de-merger of its wholly-owned subsidiary, PaperlinX by way of a scheme of arrangement (the "Scheme").

(12) Pursuant to the Scheme, PaperlinX Shares will be listed and posted on the ASX under the symbol "PPX" on or about April 17, 2000.

(13) Pursuant to the Scheme, ordinary shareholders of the Applicant will receive one ordinary share of PaperlinX for each three ordinary shares of the Applicant currently held.

(14) The Scheme will require both shareholder and court approval for completion.

(15) An explanatory statement (the "Explanatory Statement") (which will include all material information regarding the business and operations of PaperlinX prepared in accordance with the Australian Corporations Law requirements) will be mailed to the holders of Amcor Shares in connection with the solicitation by the management of the Applicant of proxies to be voted at an extraordinary meeting of its shareholders scheduled to be held on or about April 10, 2000, the principal purpose of which is to consider and, if deemed advisable, to approve the Scheme.

(16) The Applicant mailed such Explanatory Statement to its shareholders on or about March 7, 2000.

(17) Each Canadian holder of Amcor Shares has received all public disclosure with regard to the Applicant and, as such disclosure (particularly the Applicant's financial statements) is prepared on a consolidated basis, has received ongoing information regarding PaperlinX in the past.

(18) Each Canadian holder of Amcor Shares received an Explanatory Document which will contain disclosure regarding the business and operations of PaperlinX prepared in accordance with Australian Corporations Law requirements.

(19) 96% of Canadian holders are employees of an affiliate of the Applicant.

(20) The issuance of the PaperlinX Shares under the Scheme should be exempt from the registration, prospectus and first trade hold period requirements contained in the Legislation.

(21) It would not be prejudicial to the public interest to grant the relief sought.

AND WHEREAS pursuant to the MRRS, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that:

(1) the distribution of PaperlinX Shares pursuant to the Scheme is exempt from the registration and prospectus requirements contained in the Legislation;

(2) the first trade in PaperlinX Shares acquired by a resident in any Jurisdiction pursuant to the Scheme shall be subject to the prospectus requirements of the Legislation unless such first trade is executed through the facilities of a stock exchange outside of Canada,

in each case, provided that:

(i) the Explanatory Statement and any amendment thereto is made in compliance with the Australian Corporations Law;

(ii) all material relating to the Explanatory Statement and any amendment thereto that is sent by or on behalf of Amcor to Australian Shareholders is also sent concurrently to all Canadian Registered Holders whose last address, as shown on Amcor's books, is in any Jurisdiction and filed with each Decision Makers ; and

(iii) Amcor must prepare in French, a summary of the Explanatory Statement, as provided in pages 16 to 24 of the latter document and send copies of the French summary to registered holders of Amcor Shares whose last address is in Québec no later than March 31,2000.

Dated this "7" day of "April", 2000

Me Jacques Labelle, Directeur général