



April 3, 2003

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0015 1 202 942 9624  
3 pages

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
USA



SUPPL

Dear Sir/Madam

Re: Tennyson Networks Limited - File # 82-5138

We are furnishing herewith pursuant to Rule 12g3-2(b)(1)(i) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") the following additional documents that the Tennyson Networks Limited (the "Company") has made public, distributed or filed with the Australian Stock Exchange Limited (the "ASX") or the Australian Securities and Investments Commission (the "ASIC") since 13 December 2000, the date of its application for an exemption from Rule 12g3-2(b) of the Securities Exchange Act:

- 1. An announcement to the ASX dated 1 April 2003 re Acquisition of Ericsson NZ's Data Service business.

The attached documents are being furnished with the understanding that they will not be deemed "filed" with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

If you have any questions or comments, please call the undersigned at +61 3 8558 0424.

Yours sincerely

R.A. PULLIA  
Company Secretary

PROCESSED  
JUN 03 2003  
THOMSON FINANCIAL

Enclosure



## **TENNYSON ENTERING NEW ERA WITH ACQUISITION OF ERICSSON NEW ZEALAND'S DATA SERVICES BUSINESS**

**Melbourne, 3 April 2003** –Tennyson Networks (ASX: TNY) today announced the beginning of a new era for the company with the signing of the sale and purchase agreement enabling Tennyson to acquire the Data Services division of Ericsson New Zealand.

The Data Services business, based in New Zealand, designs, markets and supports a range of high-speed broadband Internet products. By acquiring the division, including its existing staff, Tennyson has gained the rights to own and sell these products worldwide.

Over the past three years the business has generated sales of more than A\$100 million and the acquisition will give Tennyson a vigorous new revenue stream.

Because of this new direction, Tennyson has entered discussions with a number of parties interested in acquiring the operations and intellectual property of its existing SOX business. Further information on this matter will be released if and when appropriate.

Tennyson believes the Company's future lies with the development of its new Data Services business.

The division is profitable, with established products, a solid distribution chain and a blue chip customer, Poland's national telecommunications company, TP SA. Poland is the largest telecommunications market in Central Europe and TP SA is its dominant player.

However these products have much broader applications. Tennyson believes there is great potential to penetrate other markets in Europe, the UK, Asia and Australia, all markets which are predicted to experience tremendous growth in broadband Internet usage over the next few years.

The technology that Tennyson has acquired is especially suitable for developing countries, as well as those with rural and regional networks, because it allows high speed Internet access over existing copper lines, even if they are of poor quality or extend a long distance from central exchanges.

Tennyson's Chairman, Mr Harvey Parker, said the acquisition would give Tennyson a giant step into a new and exciting business direction.

"It is generally recognized that the rapid uptake of high speed broadband Internet services is transforming communications for businesses and consumers around the world," Mr Parker said.

Contact details for Tennyson:

Harvey Parker  
Chairman  
03 8558 0400

Rick A Pullia  
Acting CEO / CFO  
03 8558 0400

**TENNYSON**  
NETWORKS LIMITED

03 APR -3 AM 7:21

April 1, 2003

By Facsimile  
0015 1 202 942 9624  
10 pagesSecurities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
USA

Dear Sir/Madam

**Re: Tennyson Networks Limited - File # 82-5138**

We are furnishing herewith pursuant to Rule 12g3-2(b)(1)(i) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") the following additional documents that the Tennyson Networks Limited (the "Company") has made public, distributed or filed with the Australian Stock Exchange Limited (the "ASX") or the Australian Securities and Investments Commission (the "ASIC") since 13 December 2000, the date of its application for an exemption from Rule 12g3-2(b) of the Securities Exchange Act:

1. **An announcement to the ASX dated 1 April 2003 re \$400,000 Placement and Appendix 3B New Issue Announcement.**

The attached documents are being furnished with the understanding that they will not be deemed "filed" with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

If you have any questions or comments, please call the undersigned at +61 3 8558 0424.

Yours sincerely

R.A. PULLIA  
Company Secretary

Enclosure

**TENNYSON**  
NETWORKS LIMITED

TO: Australian Stock Exchange  
Companies Announcements Office

FROM: Rick A. Pullia

DATE: 1 April 2003

**\$400,000 PLACEMENT**

Enclosed is an Appendix 3B New Issue Announcement.

In order to comply with the secondary trading provisions of the Corporations Act 2001 ("Act") the Company relies on Category 1 of ASIC Class Order 02/1180 in relation to the placement. In accordance with the Class Order the Company notifies the ASX that there is no information of the kind that would be required to be disclosed under Section 713(5) of the Corporations Act 2001 (Cth) if a prospectus were to be issued in reliance on Section 713 of the Act in relation to an offer of the securities.

By order of the Board.

R A Pullia  
Company Secretary

**Appendix 3B  
New issue announcement**

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

*Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002.*

Name of entity

**TENNYSON NETWORKS LIMITED**

ABN

**98 009 805 298**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- 1    <sup>†</sup>Class of <sup>†</sup>securities issued or to be issued    **Ordinary Shares**
- 2    Number of <sup>†</sup>securities issued or to be issued (if known) or maximum number which may be issued    **13,333,333**
- 3    Principal terms of the <sup>†</sup>securities (eg, if options, exercise price and expiry date; if partly paid <sup>†</sup>securities, the amount outstanding and due dates for payment; if <sup>†</sup>convertible securities, the conversion price and dates for conversion)    **Same terms as existing ordinary shares**

<sup>†</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

4 Do the \*securities rank equally in all respects from the date of allotment with an existing \*class of quoted \*securities?

**Yes**

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5 Issue price or consideration

**\$0.03 per share**

6 Purpose of the issue  
 (If issued as consideration for the acquisition of assets, clearly identify those assets)

**To repay the Company's outstanding convertible notes.**

7 Dates of entering \*securities into uncertificated holdings or despatch of certificates

**1 April 2003**

8 Number and \*class of all \*securities quoted on ASX (including the securities in clause 2 if applicable)

Number	*Class
<b>161,966,958</b>	<b>Ordinary Shares</b>

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class
9	7,500,000	Options exercisable at \$0.10 on or before 12 July 2003.
	10,000,000	Options exercisable at \$0.10 on or before 12 July 2004.
	2,000,000	Options exercisable at \$0.11 on or before 31 December 2003.
	5,000	Options exercisable at \$1.05 on or before 30 June 2004
	40,000	Options exercisable at \$1.00 on or before 30 June 2004
	60,000	Options exercisable at \$0.70 on or before 1 November 2004
	1,260,000	Options exercisable at \$0.04 on or before 27 November 2005.
	500,000	Options exercisable at \$0.05 on or before 19 March 2006.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

**Dividends are paid at the discretion of the Board of Directors**

**Part 2 - Bonus issue or pro rata issue**

- 11 Is security holder approval required?
  
- 12 Is the issue renounceable or non-renounceable?
  
- 13 Ratio in which the \*securities will be offered
  
- 14 \*Class of \*securities to which the offer relates
  
- 15 \*Record date to determine entitlements

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has \*security holders who will not be sent new issue documents  
Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of \*security holders
- 25 If the issue is contingent on \*security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do \*security holders sell their entitlements *in full* through a broker?
- 31 How do \*security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do \*security holders dispose of their entitlements (except by sale through a broker)?
- 33 \*Despatch date

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities

Example: restricted securities at the end of the restricted period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*(If the additional securities do not form a new class, go to 43)*

*Tick to indicate you are providing the information or documents*

- 35  If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37  A copy of any trust deed for the additional <sup>+</sup>securities

*(now go to 43)*

**Entities that have ticked box 34(b)**

38 Number of securities for which <sup>+</sup>quotation is sought

39 Class of <sup>+</sup>securities for which quotation is sought

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

42 Number and \*class of all \*securities quoted on ASX (including the securities in clause 38)

Number	*Class

### All entities

#### Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

#### Quotation agreement

1 \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those \*securities should not be granted \*quotation.
- An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.

+ See chapter 19 for defined terms.

