



ASIC

Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the *Corporations Act 2001* and the other legislation administered by ASIC may have rights of review. ASIC has published Regulatory Guide 57 *Notification of rights of review* (RG57) and Information Sheet *ASIC decisions – your rights* (INFO 9) to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at www.asic.gov.au or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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14-0471

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1) – Declaration**

Enabling provisions

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 741(1) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC instrument 14-0471.

Commencement

3. This instrument commences on the date it is signed.

Declaration

4. Chapter 6D of the Act applies to each holder of shares in Westfield Corporation Limited ACN 166 995 197 (*WCL*) as if section 707 were modified or varied by omitting subsections 707(3), (4), (5) and (6).

Where this relief applies

5. This instrument applies where:
 - (a) a WCL shareholder makes an offer of WCL shares (*Shares*) for sale within 12 months of issue of the Shares;
 - (b) the Shares were previously transferred to a holder of shares in Westfield Holdings Limited ACN 001 671 496 (*WHL*) under a compromise or arrangement under Part 5.1 of the Act between WHL and its members as detailed in the explanatory statement lodged with ASIC on 14 April 2014; and
 - (c) the offer is not made within 12 months of a sale or transfer of the Shares by a person (other than WHL) who:
 - (i) controls WCL;
 - (ii) would have been required by subsection 707(2) of the Act to give disclosure to investors under Part 6D.2 of the Act but for section 708 of the Act; and
 - (iii) did not give disclosure to investors under Part 6D.2 of the Act because of section 708 of the Act.

Dated this 20th day of June 2014



Signed by Elise Chung
as a delegate of the Australian Securities and Investments Commission



14 - 0551

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Stepping Stone Wealth Management Pty Ltd
(Formerly known as Transcap Investments Pty Ltd)
ACN 097 840 821 ("the Licensee")
PO Box 500
Mittagong NSW 2575

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 238510 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 20 June 2014

Signed

A handwritten signature in black ink, appearing to be 'Joyce Krashow', written over a dotted line.

Joyce Krashow, a delegate of the Australian Securities and Investments Commission

14-0555

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission makes this exemption under subsection 655A(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0555.

Commencement

3. This instrument commences on 12 June 2014.

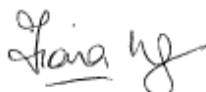
Exemption

4. Aquila Resources Limited ACN 092 002 769 (*Aquila*) does not have to comply with section 638 of the Act to the extent that subsection 638(1A) of the Act has the effect that a target's statement must contain information that is known to Mr Zhaoming Lu of Flat 2402, 24/F, BLK P, Kornhill, 10-12 Hong On Street, Quarry Bay, Hong Kong.

Where this instrument applies

5. The exemption in paragraph 4 applies where:
 - (a) Baosteel Resources Australia Pty Ltd ACN 154 815 362 (*Baosteel*) and Aurizon Operations Limited ACN 124 649 967 (collectively *Bidders*) publicly announced an off-market takeover bid for Aquila on 5 May 2014;
 - (b) Mr Zhaoming Lu is a director of Aquila and a senior executive within the group of companies controlled by Baosteel's related entity, Baosteel Group Corporation;
 - (c) Aquila has advised ASIC that Mr Zhaoming Lu has not at any time been involved in making decisions in relation to, or the consideration of Aquila's response to, the off-market bid by the Bidders;
 - (d) Aquila has advised ASIC that it will include in the target's statement information about the reasons for, and effect of, this instrument.

Dated this 12th day of June 2014



Signed by Fiona Ng
as a delegate of the Australian Securities and Investments Commission

14-0558

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission makes this declaration under subsection 655A(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0558.

Commencement

3. This instrument commences on 12 June 2014.

Declaration

4. Chapter 6 of the Act applies to Commodities Group Limited ACN 009 317 846 (*Company*) as if item 10(b) of section 611 of the Act were modified by inserting after the words "offers are made to every person who holds securities" the words "with a registered address in Australia and New Zealand".

Where this instrument applies

5. The declaration in paragraph 4 applies where:
 - (a) the Company makes an offer of new fully paid ordinary shares pursuant to a non-renounceable rights issue to Eligible Shareholders of 4 new shares for every 9 shares at an issue price of \$0.05 (*Offer*);
 - (b) on terms substantially the same as the ASX announcement on 2 June 2014;
 - (c) to every person who holds ordinary shares in the Company, other than the Foreign Holders holding less than 0.13% of the issued capital of the Company;
 - (d) which does not need disclosure to investors under Part 6D.2 of the Act because of section 708AA of the Act; and
 - (e) pursuant to an offer document dated on or about 10 June 2014.

Interpretation

6. In this instrument:

ASX means ASX Limited ACN 008 624 691.

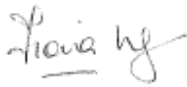
Eligible Shareholders means shareholders other than the Foreign Holders.

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Foreign Holders means the approximately 18 persons that are registered holders of ordinary shares in the Company, as at the record date of the Offer with registered addresses other than in Australia and New Zealand.

Shareholders mean the persons that are registered as holders of ordinary shares in the Company as at the record date of the Offer.

Dated this 12th day of June 2014



Signed by Fiona Ng
as a delegate of the Australian Securities and Investments Commission

14-0580

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission makes this declaration under subsection 655A(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0580.

Commencement

3. This instrument commences on 17 June 2014.

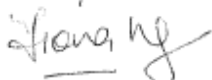
Declaration

4. Chapter 6 of the Act applies to Aquila Resources Limited ACN 092 002 769 (*Aquila*) as if subsection 633(1) of the Act was modified or varied by:
 - (a) in Item 11, under "Timing and relevant provisions", replacing "15 days" with "17 days"; and
 - (b) in Item 12, under "Timing and relevant provisions", replacing "15 days" with "20 days".

Where this instrument applies

5. The declaration in paragraph 4 applies to the off-market takeover bid by Baosteel Resources Australia Pty Ltd ACN 154 815 362 and Aurizon Operations Limited ACN 124 649 967 for all the ordinary shares in Aquila where:
 - (a) a bidder's statement and a first supplementary statement were lodged with ASIC on 14 May 2014 and 5 June 2014 respectively; and
 - (b) Aquila makes an announcement to the Australia Securities Exchange, by 10:00am (WST) on the next trading day following the date of this declaration:
 - (i) explaining the effect of this declaration; and
 - (ii) recommending that holders of Aquila shares should take no action until they have considered the target's statement.

Dated this 17th day of June 2014



Signed by Fiona Ng
as a delegate of the Australian Securities and Investments Commission

14-0586

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 14-0586.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

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- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument;
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) "eligible offer" in paragraph 9 of the Interpretation; and
 - (ii) "issuer" in paragraph 12 of the Interpretation; and
 - (iii) "offer document" in paragraph 15 of the Interpretation; and

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- (b) would meet the requirements of the class order if
- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:
- “9. “eligible offer” means an offer for issue or sale of Awards, made under an employee share scheme extended only to eligible employees of the issuer and contractors, in relation to fully-paid shares in the issuer where, at the time that the Awards Vest, either:
- (a) shares in the issuer have been quoted on an approved foreign market throughout the immediately preceding 3-month period without suspension for more than a total of 5 trading days during that period; or
- (b) the issuer is the subject of a Trade Sale.” and
- (ii) in the Interpretation, the following definition was inserted:
- “9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:
- (a) by, or for the benefit of:
- (i) employees of the body, or of the related body corporate, and contractors; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
- (i) employees or contractors of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; and
- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- “(c) specifies in respect of the shares, performance rights, options or the shares to which the performance rights or options relate:
- (i) the acquisition price in Australian dollars;

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- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer (or an associated body corporate of the issuer which has a registered office in this jurisdiction) will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
- (i) where the issuer's shares are quoted on an approved foreign market, the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of those shares; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (e) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:
- “16A. “performance right” means a conditional right:
- (a) to be issued or transferred one or more fully-paid shares in the capital of the issuer; or
 - (b) to receive a cash amount equivalent to the value of one or more fully-paid shares in the capital of the issuer; or
 - (c) to receive a combination of fully-paid shares in the capital of the issuer and cash,
- where the performance right is offered for no more than nominal monetary consideration;”.

Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
- (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them;
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:

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- (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under any other employee share scheme of the issuer to vest or to be accepted or exercised;
- (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

10. In this instrument:

- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *Award* means a performance right, an option for the issue or transfer of one or more fully-paid shares in the issuer that is offered for no more than nominal monetary consideration, or a fully paid share in the issuer;
- (c) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;

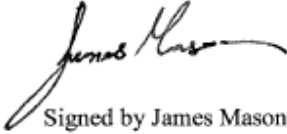
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- (d) **contractor** means a person that:
- (i) has performed work under contract for the issuer (or an associated body corporate of the issuer) for the 12 months prior to the date of the eligible incentive plan offer;
 - (ii) during that 12 months, has worked the number of hours that are the pro rata equivalent of 80% or more of a full-time position with the issuer (or an associated body corporate of the issuer); and
 - (iii) the issuer (or an associated body corporate of the issuer) has an ongoing intention to continue engaging on an equivalent basis for at least the next 12 months;
- (e) **eligible incentive plan offer** means an offer for the issue or sale of Awards, made under an arrangement known as the Dropbox, Inc. 2008 Equity Incentive Plan (under which performance rights are referred to as restricted stock units), and the Offer Document and Award Agreements, the terms of which are substantially in the same form as those provided to ASIC on 1 May 2014;
- (f) **issuer** means Dropbox, Inc. a company incorporated under the laws of the State of Delaware, United States of America, and any related body corporate.
- (g) **Trade Sale** means a transaction which satisfies all of the following conditions:
- (i) the transaction is a sale of all of the shares in the issuer to a third-party buyer;
 - (ii) Australian-resident holders of any Awards that Vest at the time of the sale have both the right and obligation to sell the shares that are the subject of those Awards at the same time and for the same price per share as substantial holders of the issuer (or alternatively have the right and obligation to settle the relevant Awards for cash, so they receive a cash amount equivalent to the sale price of the corresponding shares);
 - (iii) at least 14 days prior to any Vesting of such Awards, holders of those Awards are provided (at the issuer's expense) with an independent expert's report as to the value of the shares in the issuer; and
 - (iv) a copy of the independent expert's report is provided to ASIC at the same time as it is given to any Australian-resident Award-holders.

14-0586

- (h) *Vest* means the vesting of an Award, or lapse of any restrictions imposed by the issuer on the shares to which the Award relates.

Dated this 19th day of June 2014



Signed by James Mason
as a delegate of the Australian Securities and Investments Commission

14/0587

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(b) - Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 741(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument [14/0587].

Commencement

3. This instrument commences on the date it is signed.

Declaration

4. Chapter 6D of the Act applies to holders of ordinary shares in Monash IVF Group Limited ACN 169 302 309 (**Monash**) as if section 707 were modified or varied by omitting subsections (3) and (4) and substituting the following:

"(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:

(a) without disclosure to investors under this Part; and

(b) with the purpose of the person to whom they were issued:

(i) selling or transferring the securities; or

(ii) granting, issuing or transferring interests in, or options or warrants over, the securities;

and section 708 and 708A does not say otherwise.

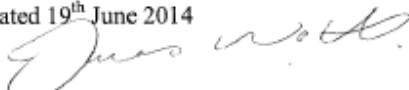
(4) For the purposes of subsection (3), unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."

Where this declaration applies

5. This declaration applies where a shareholder of Monash makes an offer of ordinary shares in Monash (**Shares**) for sale within 12 months after their issue where:

- (a) a prospectus was lodged with ASIC on or about 13 June 2014 by Monash, in relation to an initial public offer of securities in the same class as the Shares (**Prospectus**);
and
- (b) the Shares were issued without disclosure under Chapter 6D of the Act to holders of shares in Healthbridge Enterprises Pty Limited ACN 132 880 392 (**HEPL**) or a subsidiary of HEPL in consideration for the acquisition of the holders' shares in HEPL or a subsidiary of HEPL on or about settlement of the offer made under the Prospectus.

Dated 19th June 2014



Signed by James Nott

as a delegate of the Australian Securities and Investments Commission

14 - 0591

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 601QA(1), 655A(1), 673(1), 741(1),
926A(2), 951B(1), 992B(1) and 1020F(1) —
Exemption and Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 601QA(1), 655A(1), 673(1), 741(1), 926A(2), 951B(1), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0591.

Commencement

3. This instrument commences on 1 July 2014.

Circumstances where this instrument applies

4. The exemptions and declarations in this instrument apply in relation to the operation of an IDPS by Deutsche Bank AG ARBN 064 165 162 (*Deutsche*).

Note: Deutsche does not satisfy the definition of *operator* in subsection 912AD(42) of the Act as notionally inserted by the IDPS Class Order or the definition of *operator* in paragraph 21 of the IDPS Class Order because it is not a *public company* within the meaning of section 9 of the Act.

Exemption

5. Deutsche does not have to comply with the provisions mentioned in paragraph 4 of the IDPS Class Order that an operator of an IDPS does not have to comply with under that class order, in relation to the conduct or circumstances specified in that paragraph.

Declaration*Part 7.6*

6. Part 7.6 of the Act (other than Divisions 4 and 8) applies in relation to Deutsche as if:

- (a) section 912AD (as notionally inserted into the Act by the IDPS Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act; and
- (b) in subsection 912AD(42), the definition of *operator* were omitted and substituted with:

“operator means a registered foreign company that is an Australian ADI who:

- (a) holds an Australian financial services licence that authorises the

company to operate an IDPS; and

- (b) provides an IDPS or a function that forms part of the IDPS.”.

Part 7.7

7. Part 7.7 of the Act applies in relation to Deutsche as if sections 952BA and 953BA (as notionally inserted into the Act by the IDPS Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act.

Part 7.9

8. Part 7.9 of the Act applies in relation to Deutsche as if subsection 1012IA(9) (as as notionally inserted into the Act by the IDPS Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act.

Chapter 6D

9. Chapter 6D of the Act applies in relation to Deutsche as if section 704A (as notionally inserted into the Act by the IDPS Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act.

Chapters 6 and 6C

10. Chapters 6 and 6C applies in relation to Deutsche as if subsections 609(17A) to (17D) (as notionally inserted into the Act by the IDPS Takeovers-Related Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act.

Intepretation

11. In this instrument:

- (a) **IDPS Class Order** means ASIC Class Order [CO 13/763].

IDPS Takeovers-Related Class Order means ASIC Class Order [CO 04/523] as in force on 1 July 2014.

- (b) all other definitions (including, for the avoidance of doubt, definitions that are incorporated by reference to the IDPS Class Order) have the same meaning as in that class order.

Dated this 20th day of June 2014



Signed by Adele Rentsch
as a delegate of the Australian Securities and Investments Commission

14-0595

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(b), 741(1)(b) and 1020F(1)(c) –
Declarations**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(b), 741(1)(b) and 1020F(1)(c) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC instrument 14-0595.

Commencement

3. This instrument commences on the day it is signed.

Declarations

4. Chapter 5C of the Act applies to Westfield America Management Limited ACN 072 780 619 (*WAML*) in its capacity as responsible entity of Westfield America Trust ARSN 092 058 449 (*WAT*) and WFD Trust ARSN 168 765 875 (*WFD*) as if the following provisions of that Chapter were modified or varied as follows:

- (a) after section 601FE insert:

“601FEA Modification of duties: stapled securities

- (1) This section applies to a registered scheme (the *scheme*) where the interests in the scheme and interests in other registered schemes and shares in a company (the *stapled entities*) are components of stapled securities.
- (2) For the purposes of paragraphs 601FC(1)(c) and 601FD(1)(c), an obligation to act in the best interests of the members of the scheme is an obligation to act in the best interests of the members of the scheme having regard to their interests as members of the stapled entities.
- (3) For the purposes of paragraphs 601FC(1)(e), 601FD(1)(d) and 601FD(1)(e), and subsection 601FE(1), an obligation to not make use of information, or not make improper use of position, in order to cause detriment to the members of the scheme is an obligation not to do those things in order to cause detriment to the members of the scheme having regard to their membership of each of the stapled entities.”;

- (c) after subsection 208(2) as notionally inserted by section 601LC, insert:

“(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if all the following are satisfied:

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- (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property; and
- (b) all of the interests in the scheme together with all of the interests in other registered schemes and all of the shares in a company (the *stapled entities*) are components of stapled securities; and
- (c) the benefit is given by:
 - (i) the responsible entity of the scheme; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
- (d) the benefit is given to:
 - (i) an entity wholly owned, whether directly or indirectly, by the scheme; or
 - (ii) a stapled entity or an entity wholly owned, whether directly or indirectly, by a stapled entity; or
 - (iii) an entity wholly owned, whether directly or indirectly, jointly by any or all of the scheme and the stapled entities; or
 - (iv) a related party of the responsible entity or of an entity that the responsible entity controls, in their capacity as a member of any of the entities mentioned in subparagraphs (i) to (iii) in circumstances where the giving of the benefit does not unfairly discriminate against the other members of any of those entities.

(2B) For the purposes of this section:

- (a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and

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- (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”;
- (d) insert after section 601PC:
- “601PD Stapled securities**
- For the purposes of this Chapter:
- stapled securities* means two or more financial products including at least one interest in a registered scheme where:
- (a) under the terms on which each of the financial products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately.”.
5. Part 7.9 of the Act applies in relation to WAML in its capacity as responsible entity of WAT and WFD as if paragraph 1012D(3)(b) were modified or varied as follows:
- (a) omit "either:", substitute "one or more of the following applies:";
- (b) in subparagraph (i), omit "or" (second occurring);
- (c) in subparagraph (ii), omit "facility.", and substitute "facility:";
- (d) after subparagraph (ii), insert:
- "(iii) in a recommendation situation-the advice that constitutes the relevant conduct relates to an offer of a managed investment product, under a plan for the reinvestment of at least one of the following:
- (A) distributions in respect of the managed investment product or another managed investment product which, under the terms on which they may be traded, must only be transferred together with the managed investment product;
- (B) dividends in respect of shares in a body which, under the terms on which they may be traded, must only be transferred together with the managed investment product and another managed investment product;
- (iv) in an issue situation-the offer or issue that constitutes the relevant conduct is an offer or issue of a managed investment product, under a plan for the reinvestment of at least one of the following:

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- (A) distributions in respect of the managed investment product or another managed investment product which, under the terms on which they may be traded, must only be transferred together with the managed investment product;
- (B) dividends in respect of shares in a body which, under the terms on which they may be traded, must only be transferred together with the managed investment products and another managed investment product."

6. Chapter 6D of the Act applies to Westfield Corporation Limited ACN 166 995 197 (*WCL*) as if that Chapter were modified or varied as follows:
- (a) omit "or" at the end of subparagraph 708(13)(a);
 - (b) omit "." at the end of subparagraph 708(13)(b) and substitute "; or";
 - (c) insert after subparagraph 708(13)(b):
 - "(c) an offer of fully paid shares in a body under a plan for the reinvestment of at least one of the following:
 - (i) dividends in respect of shares in the body;
 - (ii) distributions in respect of interests in one or more registered schemes,
- where, under the terms on which the shares in the body, and the interests in the registered schemes may be traded, those shares and interests must only be transferred together."

Where this instrument applies

7. The declaration in paragraph 4 applies where each share in *WCL*, each interest in *WAT* and each interest in *WFD* must, on the terms on which they are to be traded, only be transferred together (*Stapled Security*).
8. The declarations in paragraphs 5 and 6 apply where an offer or issue of, and recommendation to acquire, *Stapled Securities* is made under a plan for the reinvestment of dividends or distributions payable in respect of *Stapled Securities*.

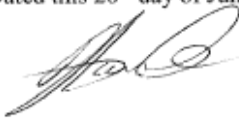
Where this instrument ceases to apply

9. This declaration ceases to apply if:
- (a) a component of a *Stapled Security* is issued which on the terms on which it is traded, can be transferred separately without also transferring any other component of a *Stapled Security*; or

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- (b) any class of interests in WAT and WFD (other than the class of interests in WAT and WFD already on issue at the date of this instrument) or any shares in WCL (other than ordinary shares) are issued.

Dated this 20th day of June 2014



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0597

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 601QA(1)(b)– Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 601QA(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC instrument 14-0597.

Commencement

3. This instrument commences on the day it is signed.

Declaration

4. Chapter 5C of the Act applies to Westfield Management Limited ACN 001 670 579 (*WML*) in its capacity as responsible entity of the Westfield Trust ARSN 090 849 746 (*WT*) as if the following provision of that Chapter were modified or varied as follows:

- (a) after subsection 208(2) as notionally inserted by section 601LC, insert:

"Member approval is not required for the giving of a financial benefit if all the following are satisfied:

- (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property;
- (b) all of the interests in the scheme together with all of the interests in other registered schemes and all of the shares in two companies (the *stapled entities*) are components of stapled securities; and
- (c) the benefit is given by:
 - (i) the responsible entity of the scheme; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
- (d) the benefit is given to:
 - (i) a stapled entity or an entity wholly owned, whether directly or indirectly, by a stapled entity; or

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- (ii) a related party of the responsible entity or of an entity that the responsible entity controls, in their capacity as a member of any of the entities mentioned in subparagraphs (i) in circumstances where the giving of the benefit does not unfairly discriminate against the other members of any of those entities.

(2B) For the purposes of this section:

- (a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and
- (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”;

Where this instrument applies

5. This instrument applies where:

- (a) the benefit that is given by WML out of scheme property of WT to Westfield America Management Limited ACN 072 780 619 (*WAML*) in its capacity as responsible entity of WFD Trust ARSN 168 765 875 (*WFDT*) are the benefits disclosed by WML to members of WT in a notice of meeting and explanatory statement dated 14 April 2014; and
- (b) all of the interests in WFDT are held by the same persons and in the same proportions as all of the interests in WT; and
- (c) the benefit is given at a time when during the implementation of the Proposal as described in the Securityholder Booklet, an interest in each of Westfield America Trust ARSN 092 058 449 (*WAT*), WT, and WFDT and a share in each of Westfield Holdings Limited ACN 001 671 496 (*WHL*) and Westfield Corporation Limited ACN 166 995 197 must, on the terms on which they may be transferred, only be transferred together.

Interpretation

6. In this instrument:

Proposal means the arrangement described in the Securityholder Booklet by which Scentre Group (comprising Westfield Retail Trust 1 ARSN 146 934 536, Westfield Retail Trust 2 ARSN 146 934 652, WHL and WT) and Westfield Corporation

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(comprising WAT, Westfield Corporation Limited ACN 166 995 197 and WFDT) are created and which is the subject of meetings of holders of Westfield Group Stapled Securities, held on 29 May 2014.

Securityholder Booklet means the booklet dated 14 April 2014 (as supplemented by the Supplementary Securityholder Booklet dated 9 May 2014) sent to holders of Westfield Group Stapled Securities in relation to the Proposal.

Dated this 20th day of June 2014



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0598

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(a) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0598.

Commencement

3. This instrument commences on the day it is signed.

Exemption

4. Westfield Management Limited ACN 001 670 579 (*WML*) in its capacity as responsible entity of Westfield Trust ARSN 090 849 746 (*WT*) and Westfield America Management Limited ACN 072 780 619 (*WAML*) in its capacity as responsible entity of Westfield America Trust ARSN 092 058 449 (*WAT*) do not have to comply with paragraph 601FC(1)(d) of the Act to the extent that it requires the responsible entity of a registered scheme to treat members who hold interests of the same class equally.

Where this instrument applies

5. This instrument applies where:
 - (a) the Proposal is implemented on terms that allow WML and WAML to determine that a Foreign Securityholder is to be excluded from receiving Westfield Corporation Stapled Securities and Scentre Group Stapled Securities under the Proposal.
 - (b) at a meeting of members of WT and WAT convened in accordance with the notices of meeting contained in the Securityholder Booklet, the members of WT and WAT approve the resolutions proposed in the Securityholder Booklet, which includes approval of the Proposal.
 - (c) WML and WAML reasonably conclude and document their conclusions in writing that:
 - (i) it would be unlawful (under the laws of the relevant foreign jurisdiction) for Foreign Securityholders to be offered or issued interests in WT and WAT; or
 - (ii) it would be unduly onerous on WML and WAML for Foreign Securityholders to participate in the Proposal having regard to:

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- (A) the number of holders of Westfield Group Stapled Securities in that jurisdiction;
 - (B) the number and value of Westfield Group Stapled Securities held by Foreign Securityholders in that jurisdiction; and
 - (C) the cost of and process for seeking advice as to the requirements for doing so in relation to those jurisdictions and/or the cost of complying with legal requirements and the requirements of any relevant regulatory authority applicable to Foreign Securityholders participating in the Proposal in that jurisdiction; and
- (iii) having regard to the rights and interests of all members of WT and WAT, it would be in the best interests of all members of WT and WAT respectively to treat Foreign Securityholders as set out in paragraph 5(d).
- (d) WML and WAML have determined that a holder of Westfield Group Stapled Securities is a Foreign Securityholder that is excluded from receiving Westfield Corporation Stapled Securities and Scentre Group Stapled Securities under the Proposal, their Westfield Group Stapled Securities will be transferred to the Sale Nominee J.P. Morgan Securities Australia Limited ACN 003 245 234 and sold under the Sale Facility, as described in the Securityholder Booklet.

Interpretation

6. In this instrument:

Foreign Securityholder means a holder of Westfield Group Stapled Securities on the record date on or about 27 June 2014 whose address in the relevant register is a place outside Australia.

Proposal means the arrangement described in the Securityholder Booklet by which Scentre Group (comprising WRT1, WRT2, WHL and WT) and Westfield Corporation (comprising WAT, Westfield Corporation Limited ACN 166 995 197 and WFD Trust ARSN 168 765 875) is created and which is the subject of meetings of holders of Westfield Group Stapled Securities, held on 29 May 2014.

Sale Facility means a facility operated by WHL, WML and WAML to which a participating holder's Westfield Group Stapled Securities are transferred and through which Westfield Corporation Stapled Securities and Scentre Group Stapled Securities will be sold on behalf of participating holders in accordance with the terms set out in the Securityholder Booklet.

Scentre Group Stapled Securities means shares in WHL, interests in WT, interests in Westfield Retail Trust 1 ARSN 146 934 536 (**WRT 1**) and interests in Westfield Retail Trust 2 ARSN 146 934 652 (**WRT 2**), which, under the terms on which each is to be traded, must be transferred together.

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Securityholder Booklet means the booklet dated 14 April 2014 (as supplemented by the Supplementary Securityholder Booklet dated 9 May 2014) sent to holders of Westfield Group Stapled Securities in relation to the Proposal.

Westfield Corporation Stapled Securities means shares in Westfield Corporation Limited ACN 166 995 197, interests in WFD Trust ARSN 168 765 875 and interests in WAT, which, under the terms on which each is to be traded, must be transferred together.

Westfield Group Stapled Securities means shares in Westfield Holdings Limited ACN 001 671 496 (*WHL*), interests in WT and interests in WAT, which, under the terms on which each is to be traded, must be transferred together.

Dated this 20th day of June 2014



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0599

**Australian Securities and Investments Commission
Corporations Act 2001 - Paragraphs 601QA(1)(b), 741(1)(b) and 1020F(1)(c) –
Declarations**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(b), 741(1)(b) and 1020F(1)(c) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0599.

Commencement

3. This instrument commences on the day it is signed.

Declarations

4. Chapter 5C of the Act applies to RE1 Limited ACN 145 743 862 (*RE1*) in its capacity as responsible entity of Westfield Retail Trust 1 ARSN 146 934 536 (*WRT1*), RE2 Limited ACN 145 744 065 (*RE2*) in its capacity as responsible entity of Westfield Retail Trust 2 ARSN 146 934 652 (*WRT2*) and Westfield Management Limited ACN 001 670 579 (*WML*) in its capacity as responsible entity of Westfield Trust ARSN 090 849 746 (*WT*) as if the following provisions of that Chapter were modified or varied as follows:

- (a) after section 601FE insert:

“601FEA Modification of duties: stapled securities

- (1) This section applies to a registered scheme (the *scheme*) where the interests in the scheme and interests in other registered schemes (the other schemes) or shares in a company (the *stapled entities*) are components of stapled securities.
- (2) For the purposes of paragraphs 601FC(1)(c) and 601FD(1)(c), an obligation to act in the best interests of the members of the scheme is an obligation to act in the best interests of the members of the scheme having regard to their interests as members of the stapled entities.
- (3) For the purposes of paragraphs 601FC(1)(e), 601FD(1)(d) and 601FD(1)(e), and subsection 601FE(1), an obligation to not make use of information, or not make improper use of position, in order to cause detriment to the members of the scheme is an obligation not to do those

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things in order to cause detriment to the members of the scheme having regard to their membership of each of the stapled entities.”;

(b) after subsection 208(2) as notionally inserted by section 601LC, insert:

“(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if all of the following are satisfied:

(a) the benefit either:

(i) is given out of the scheme property of a registered scheme (the *scheme*); or

(ii) could endanger the scheme property; and

(b) all of the interests in the scheme and all of the shares in the other companies (the *stapled entities*) are components of stapled securities; and

(c) the benefit is given by:

(i) the responsible entity of the scheme; or

(ii) an entity that the responsible entity controls; or

(iii) an agent of, or person engaged by, the responsible entity; and

(d) the benefit is given to:

(i) an entity wholly owned, whether directly or indirectly, by the scheme; or

(ii) a stapled entity or an entity wholly owned, whether directly or indirectly, by a stapled entity; or

(iii) an entity wholly owned, whether directly or indirectly, jointly by any or all of the scheme and the stapled entities.

(2B) For the purposes of this section:

(a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the

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second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and

- (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”; and
- (c) insert after section 601PC:
- “601PD Stapled securities**
- For the purposes of this Chapter:
- stapled securities* means two or more financial products including at least one interest in a registered scheme where:
- (a) under the terms on which each of the financial products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately.”.
5. Chapter 6D.2 of the Act applies to Westfield Holdings Limited ACN 001 671 496 (*WHL*) as if it were modified or varied as follows:
- (a) omit "or" at the end of subparagraph 708(13)(a);
- (b) omit "." at the end of subparagraph 708(13)(b) and substitute "; or";
- (c) insert after subparagraph 708(13)(b):
- "(c) an offer of fully paid shares in a body under a plan for the reinvestment of any or all of:
- (A) dividends in respect of shares in the body;
- (B) distributions in respect of interests in one or more registered schemes,
- where, under the terms on which the shares in the body, and the interests in the registered schemes, may be traded, those shares and interests must only be transferred together."
6. Part 7.9 of the Act applies in relation to RE1, RE2 and WML as if paragraph 1012D(3)(b) were modified or varied as follows:

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- (a) omit “either:” and substitute “one or more of the following applies:”;
- (b) in subparagraph (i), omit “or” (second occurring);
- (c) in subparagraph (ii), omit “facility.” and substitute “facility;”;
- (d) after subparagraph (ii), insert:
 - “(iii) in a recommendation situation—the advice that constitutes the relevant conduct relates to an offer of a managed investment product, under a plan for the reinvestment of at least one of the following:
 - (A) distributions in respect of the managed investment product or another managed investment product which, under the terms on which they may be traded, must only be transferred together with the managed investment product;
 - (B) dividends in respect of shares in a body which, under the terms on which they may be traded, must only be transferred together with the managed investment product and another managed investment product;
 - (iv) in an issue situation—the offer or issue that constitutes the relevant conduct is an offer or issue of a managed investment product, under a plan for the reinvestment of at least one of the following:
 - (A) distributions in respect of the managed investment product or another managed investment product which, under the terms on which they may be traded, must only be transferred together with the managed investment product;
 - (B) dividends in respect of shares in a body which, under the terms on which they may be traded, must only be transferred together with the managed investment product and another managed investment product.”.

Where this instrument applies

7. The declaration in paragraph 4 applies where each share in WHL, and each unit in WT, WRT1 and WRT2, must, under the terms on which each is to be traded, only be transferred together (*Stapled Security*).
8. The declaration in paragraph 5 and 6 apply where an offer or issue of, and recommendation to acquire, Stapled Securities is made under a plan for the

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reinvestment of dividends or distributions payable in respect of Stapled Securities.

Where this instrument ceases to apply

9. These declarations cease to apply if:
- (a) a component of a Stapled Security is issued which, on the terms on which it is traded, can be transferred separately without also transferring any other component of a Stapled Security; or
 - (b) any class of interests in WRT1 and WRT2 (other than the class of interests in WRT1 and WRT2 already on issue at the date of this instrument) or any shares in WHL (other than ordinary shares) are issued.

Dated this 20th day of June 2014



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0600

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(a) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0600.

Commencement

3. This instrument commences on the day it is signed.

Exemption

4. RE1 Limited ACN 145 743 862 (*RE1*) in its capacity as the responsible entity of the Westfield Retail Trust 1 ARSN 146 934 536 (*WRT1*) and RE2 Limited ACN 145 744 065 (*RE2*) in its capacity as the responsible entity of the Westfield Retail Trust 2 ARSN 146 934 652 (*WRT2*) do not have to comply with paragraph 601FC(1)(d) of the Act to the extent that it requires the responsible entity of a registered scheme to treat members who hold interests of the same class equally.

Where this instrument applies

5. This instrument applies where:
 - (a) the Proposal is implemented on terms that allow RE1 and RE2 to determine that a Foreign Securityholder is to be excluded from receiving Scentre Group Stapled Securities under the Proposal;
 - (b) at a meeting of members of WRT1 and WRT2 convened in accordance with the notices of meeting contained in the Securityholder Booklet, the members of WRT1 and WRT2 approve the resolutions proposed in the Securityholder Booklet, which includes approval of the Proposal;
 - (c) RE1 and RE2 reasonably conclude and document their conclusions in writing that:
 - (i) it would be unlawful (under the laws of the relevant foreign jurisdiction) for Foreign Securityholders to be offered or issued shares in WHL and interests in WT; or
 - (ii) it would be unduly onerous on RE1 and RE2 for Foreign Securityholders to participate in the Proposal having regard to:
 - (A) the number of holders of Westfield Retail Trust Securities in that jurisdiction;

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- (B) the number and value of Westfield Retail Trust Securities held by Foreign Securityholders in that jurisdiction; and
- (C) the cost of and process for seeking advice as to the requirements for doing so in relation to those jurisdictions and/or the cost of complying with legal requirements and the requirements of any relevant regulatory authority applicable to Foreign Securityholders participating in the Proposal in that jurisdiction; and
- (iii) having regard to the rights and interests of all members of WRT1 and WRT2, it would be in the best interests of all members of WRT1 and WRT2 respectively to treat Foreign Securityholders as set out in paragraph 5(d); and
- (d) RE1 and RE2 have determined that a holder of Westfield Retail Trust Securities is a Foreign Securityholder that is excluded from receiving Scentre Group Stapled Securities under the Proposal, their Westfield Retail Trust Securities will be transferred to UBS Nominees Pty Ltd ACN 001 450 522 and sold under the Sale Facility, as described in the Securityholder Booklet.

Interpretation:

6. In this instrument:

Foreign Securityholder means a holder of Westfield Retail Trust Securities on the Record Date whose address in the relevant register is a place outside Australia.

participating holder means a person who is defined as an Ineligible Foreign Securityholder in the Securityholder Booklet.

Proposal means the arrangement described in the Securityholder Booklet which is the subject of meetings of holders of Westfield Retail Trust Securities, held on 29 May 2014 and resumed on 20 June 2014.

Record Date means on or about 27 June 2014.

Sale Facility means a facility operated by RE1 and RE2 to which a participating holder's Westfield Retail Trust Securities are transferred and through which Scentre Group Stapled Securities will be sold on behalf of participating holders in accordance with the terms set out in the Securityholder Booklet.

Scentre Group Stapled Securities means shares in WHL, interests in WT and interests in WRT1 and interests in WRT2 which, under the terms on which each is to be traded, must be transferred together.

Securityholder Booklet means the booklet dated 11 April 2014 (as supplemented by the Supplementary Securityholder Booklet dated 9 May 2014 and Second Supplementary Securityholder Booklet dated 3 June 2014) sent to holders of Westfield Retail Trust Stapled Securities in relation to the Proposal.

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Westfield Retail Trust Securities means interests in WRT1 and interests in WRT2 which, under the terms on which each is to be traded, must be transferred together.

WHL means Westfield Holdings Limited ACN 001 671 496.

WT means Westfield Trust ARSN 090 849 746.

Dated this 20th day of June 2014



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0604

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 601QA(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0604.

Commencement

3. This instrument commences on the day it is signed.

Declaration

4. Chapter 5C of the Act applies to Retail Responsible Entity Limited ACN 145 213 663 (the *responsible entity*) in its capacity as responsible entity of the Retail Direct Property 25 ARSN 097 223 259 (the *scheme*) as if section 601FL of the Act were modified or varied by:

- (a) in subsection 601FL(1) omit all the text after the word "it", substitute:

"must either:

- (a) call a members' meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or

- (b) propose a company (*proposed responsible entity*) to be the new responsible entity in accordance with subsection (1A)."; and

- (b) after subsection 601FL(1) insert:

"(1A) The responsible entity can retire and the proposed responsible entity can become the new responsible entity if all of the following requirements are met:

- (a) the proposed responsible entity must provide its consent in writing to become the scheme's responsible entity;

- (b) the responsible entity must provide each member with:

- (i) notice of a proposal to choose the proposed responsible entity to be the scheme's new responsible entity;

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- (ii) sufficient information to explain its reason for wanting to retire and to enable each member to decide whether to consent to the appointment of the proposed responsible entity as the new responsible entity;
 - (c) all members must consent in writing to the retirement of the responsible entity and choose the proposed responsible entity to be the new responsible entity;
 - (d) as soon as practicable and in any event within 2 business days after the last member has given its written consent, the responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity; and
 - (e) ASIC must comply with the notice when it is lodged.
- (1B) The responsible entity must arrange for a vote within a reasonable time under subsection (1)(a) on the choice of the proposed responsible entity, unless all members give their prior consent in writing to choose the proposed responsible entity without a meeting being held under subsection (1)(a)."

Where this declaration applies

5. Federation Manager Limited ACN 051 908 984 has consented in writing to become the new responsible entity of the scheme.
6. The only members of the scheme are:
 - a) The Trust Company (Australia) Ltd ACN 000 000 993;
 - b) Federation Custodian Pty Ltd ACN 077 870 243;
 - c) CS SubCust 1 Pty Ltd ACN 119 063 875;
 - d) CS SubCust 2 Pty Ltd ACN 119 063 946;
 - e) Sandhurst Nominees (Vic) Limited ACN 092 352 442; and
 - f) Federation Manager Limited ACN 051 908 984.
7. This declaration ceases to apply on 31 July 2014.

14-0604

Dated this 23rd day of June 2014.

A handwritten signature in black ink, appearing to read 'Tony Tran', with a long horizontal stroke extending to the right.

Signed by Tony Tran
as a delegate of the Australian Securities and Investments Commission

14-0608

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 601QA(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0608.

Commencement

3. This instrument commences on the day it is signed.

Declaration

4. Chapter 5C of the Act applies to Retail Responsible Entity Limited ACN 145 213 663 (the *responsible entity*) in its capacity as responsible entity of the Retail Direct Property 15 ARSN 096 486 814, Retail Direct Property 15 Unit Trust ARSN 096 486 832 and Retail Direct Property 4 ARSN 095 743 767 (the *Schemes*) as if section 601FL were modified or varied by:
 - (a) omitting all the text after the word “it” of subsection 601FL(1) and substituting:

“must either:

 - (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
 - (b) propose a company (*proposed responsible entity*) to be the new responsible entity in accordance with subsection (1A).”; and
 - (b) after subsection 601FL(1) inserting:

“(1A) The responsible entity can retire and the proposed responsible entity can become the new responsible entity if all of the following requirements are met:

 - (a) the proposed responsible entity must provide its consent in writing to become the scheme’s responsible entity;
 - (b) the responsible entity must provide each member with:

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- (i) notice of a proposal to choose the proposed responsible entity to be the scheme's new responsible entity;
 - (ii) sufficient information to explain its reason for wanting to retire and to enable each member to decide whether to consent to the appointment of the proposed responsible entity as the new responsible entity;
- (c) all members must consent in writing to the retirement of the responsible entity and choose the proposed responsible entity to be the new responsible entity;
- (d) as soon as practicable and in any event within 2 business days after the last member has given its written consent, the responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity; and
- (e) ASIC must comply with the notice when it is lodged.
- (1B) The responsible entity must arrange for a vote within a reasonable time under subsection (1)(a) on the choice of the proposed responsible entity, unless all members give their prior consent in writing to choose the proposed responsible entity without a meeting being held under subsection (1)(a)."

Where this declaration applies

5. Federation Manager Limited ACN 051 908 984 has agreed in writing to become the new responsible entity of the Schemes.

Dated this 23rd day of June 2014.

Signed by Tony Tran
as a delegate of the Australian Securities and Investments Commission

14-0609

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 741(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0609.

Commencement

3. This instrument commences on 23 June 2014.

Declaration

4. Chapter 6D of the Act applies to American Patriot Oil & Gas Limited ACN 154 049 144 (*American Patriot*) as if:
 - (a) paragraph 723(3)(b) of the Act were omitted and the following substituted:

“the securities are not admitted to quotation within 3 months and 14 days after the date of the disclosure document;”
 - (b) subparagraph 724(1)(b)(ii) were omitted and the following substituted:

“the securities are not admitted to quotation within 3 months and 14 days after the date of the disclosure document; or”

Where this instrument applies

5. This instrument applies in relation to an offer or issue of securities of American Patriot under a disclosure document lodged with ASIC on 24 March 2014, as replaced by the replacement prospectus lodged with ASIC on 9 April 2014.

Dated this 23rd day of June 2014

Signed by Davis Zhang
as a delegate of the Australian Securities and Investments Commission

14-0610

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (**ASIC**) makes this instrument under subsection 741(1) of the *Corporations Act 2001* (**Act**).

Title

2. This instrument is ASIC Instrument 14-0610.

Commencement

3. This instrument commences on 23 June 2014.

Declaration

4. Under subsection 741(1) of the Act, ASIC declares that Chapter 6D applies to OM Holdings Limited ACN 081 028 337 (**Company**) as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting:

"(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:

- (a) without disclosure to investors under this Part; and
- (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 or 708A does not say otherwise.

(4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."

Where this instrument applies

5. This instrument applies in relation to any sale offer of securities in the Company where:
 - (a) the securities were issued by reason of the exercise of options issued by the Company on 21 March 2014 (**Warrants**);
 - (b) the exercise of the Warrants do not involve any further offer;
 - (c) a replacement prospectus is lodged with ASIC on or prior to 30 June 2014, replacing the document that was lodged with ASIC dated 25 March 2014, that contains:
 - (i) an offer for options in the same class as the Warrants; and
 - (ii) an offer of shares in the same class as the shares underlying the Warrants (**Replacement Prospectus**); and

14-0610

(d) the securities were issued after the lodgement of the Replacement Prospectus.

Dated this 23rd day of June 2014



.....
Signed by Abigail Ong
as a delegate of the Australian Securities and Investments Commission

14-0612

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 655A(1)(a) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 655A(1)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 14-0612.

Commencement

3. This instrument commences on 23 June 2014.

Exemption

4. Each Noteholder and their Controllers do not have to comply with s606 of the Act.

Where this instrument applies

5. This instrument applies where:

- (a) the Deed Administrator:

- (i) made electronically available the Independent Experts' Report; and
- (ii) notified all shareholders of Mirabela that they could obtain a hard copy of the Independent Experts' Report from the Deed Administrator,

by way of announcement on the Australian Securities Exchange Market Announcement Platform on 30 May 2014;

- (b) a Noteholder (and, where applicable, its Controllers) acquires a relevant interest in Shares as a result of one or more of:

- (i) the transfer to Mirabela Investments (as bare trustee for the Noteholder) of the Noteholder's pro rata entitlement to Transfer Shares, on implementation of a Court Order and pursuant to the Mirabela DOCA;
 - (ii) the issue of Fee Shares to the Noteholder under the Prospectus; and
 - (iii) the issue of Shares to the Noteholder on conversion of its Exempt Convertible Notes.
-

14-0612

- (c) the association identified in paragraph 6(a) ends within one minute after completion of the issue of the Fee Shares and Convertible Notes under the Prospectus and transfer of the Transfer Shares.

Conditions

6. An individual Noteholder and each of its Controllers can only rely on the exemption in paragraph 4 of this instrument if, immediately after the acquisition of a relevant interest the Noteholder's and each of its Controller's voting power in Mirabela will be less than or equal to:
- (a) where voting power arises as a result of an association between the Noteholder and any other Noteholder or group of Noteholders (other than Affiliated Noteholders), the voting power that the Noteholder or Controller had immediately on implementation of the Recapitalisation arising from such an association; or
 - (b) after the cessation of the association referred to above in paragraph 6(a), the voting power that the Noteholder would have if it and each of its Affiliated Noteholders converted all of their Exempt Convertible Notes into Shares on the last possible date for the conversion of such notes into Shares under the terms of the New Indenture, on the basis that:
 - (i) no other Noteholder converts any Convertible Notes on or before that date; and
 - (ii) prior to the date of such conversion, neither the Noteholder nor any of its Affiliated Noteholders acquires any relevant interest in Shares even if pursuant to any of the exemptions in section 611 of the Act (other than Exempt Shares or Exempt Convertible Notes).
7. A Noteholder or a Controller can only rely on the exemption in paragraph 4 of this instrument if it has lodged or been named in a notice lodged with the ASX (if required, under s671B of the Act) in respect of the transfer of Transfer Shares or the issue of Fee Shares before the suspension of trading in the Company's Shares on the ASX is lifted.

Interpretation

8. In this instrument:

Affiliated Noteholders means Noteholders who, on the day the Recapitalisation is implemented, are each controlled by, or have granted power to control the voting or disposal of any Exempt Shares or Exempt Convertible Notes held by it to, the same entity or person.

Controller means an entity or person who by operation of section 608 of the Act acquires a relevant interest in Shares when a Noteholder acquires a relevant interest in such Shares.

14-0612

Convertible Notes means the 5-year 9.5% secured convertible notes to be issued by Mirabela.

Court Order means an order of the Supreme Court of New South Wales under section 444GA of the Act, to permit the Deed Administrator to transfer the Transfer Shares.

Deed Administrator means Martin Madden, Cliff Rocke and David Winterbottom in their capacity as joint and several deed administrators of Mirabela and Mirabela Investments.

Exempt Convertible Notes means, in respect of a Noteholder, Convertible Notes issued to the Noteholder: (a) under the Prospectus on or around the day that the Recapitalisation is implemented; and (b) under the terms of the New Indenture in respect of the Convertible Notes referred to in paragraph (a) of this definition.

Exempt Shares means, in respect of a Noteholder that Noteholder's Transfer Shares and Fee Shares.

Fee Shares means the Shares to be issued to certain Noteholders as identified in the Prospectus, as payment of fees in connection with the Recapitalisation.

Independent Experts' Report means the Independent Experts' Report dated 30 May 2014 prepared in relation to the Recapitalisation to which the Independent Technical Specialist's report prepared by AMC Consultants on 28 May 2014 is Appendix 12.

Mirabela means Mirabela Nickel Limited (subject to a deed of company arrangement) ACN 108 161 593.

Mirabela DOCA means the deed of company arrangement between Mirabela, Mirabela Investments and the Deed Administrator dated 13 May 2014.

Mirabela Investments means Mirabela Investments Pty Limited (subject to a deed of company arrangement) ACN 124 449 716.

New Indenture means the document entitled "Indenture" dated on or about June 2014, between Mirabela, Mirabela Investments, Mirabela Mieracão do Brasil Ltda, Bank of New York Mellon, London Branch, Bank of New York Mellon Luxembourg SA, AET Structured Finance Services Pty Ltd and Deutsche Bank SA – Banco Alemão.

Noteholder means a holder of 8.75% senior notes due 2018 issued by the Company under an indenture dated 14 April 2011, as at the date of the Court Order.

Prospectus means the prospectus for the issue of Convertible Notes and Fee Shares issued by Mirabela and dated 26 May 2014.

Recapitalisation means the recapitalisation of Mirabela, pursuant to and to give effect to, the Mirabela DOCA.

Shares means ordinary shares in Mirabela.

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Transfer Shares means approximately 98.2% of the Shares, which will be transferred to Mirabela Investments as bare trustee for the Noteholders as part of the Recapitalisation on or about 24 June 2014.

Dated 23 June 2014



Signed by Stefan Pfeifle
as a delegate of the Australian Securities and Investments Commission

14-0620

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument [14-0620].

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depository service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

14-0620

- (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (b) would meet the requirements of the class order if:
 - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

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“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

(ii) in the Interpretation, the following definition were inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

(a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

(b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

(iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

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- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:
 - “16A. “performance right” means a conditional right:
 - (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or
 - (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; and
 - (c) in addition to paragraphs (a) and (b) above, to receive additional performance rights equivalent to the value of dividends paid in respect of a share in the same class as the share to which the right relates, less any tax or other payment that the issuer is required by law to withhold;

where the performance right is offered for no more than nominal monetary consideration;”.

Conditions

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
 - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;

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- (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) **class order** means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;
- (c) **eligible incentive plan offer** means an offer for the issue or sale of performance rights, made under an arrangement known as the Intelsat S.A. 2013 Equity Incentive Plan (under which the performance rights are referred to as restricted stock units or performance-based restricted stock units) and the Australian Offer Documents, the U.S. Plan Prospectus, the Restricted Stock Unit Award Agreement (including the Addendum for Non-U.S. Employees), the Performance-based Restricted Stock Unit Award Agreement (including the Addendum for Non-U.S. Employees) and the Employee Information Supplement, the terms of which are substantially in the same form as those provided to ASIC on 19 May 2014; and

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- (d) *issuer* means Intelsat S.A., a company incorporated under the laws of Luxembourg and any related body corporate.

Dated this 25th day of June 2014



Signed by Elizabeth Korpi
as a delegate of the Australian Securities and Investments Commission



14-0621

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Babette Bottin
ABN 64 194 724 113 ("the Licensee")
36 Howell Avenue
Matraville NSW 2036

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 449276 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 25 June 2014

Signed

A handwritten signature in black ink, appearing to read 'Joyce Krashow', written over a dotted line.

Joyce Krashow, a delegate of the Australian Securities and
Investments Commission

14 - 0622

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 911A(2)(l) – Revocation and Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 911A(2)(l) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [14 – 0622].

Commencement

3. This instrument commences on gazettal.

Revocation

4. ASIC Instrument [13-0851] is revoked.

Exemption

5. WT Finance (Aust) Pty Limited ACN 108 806 711, Westfield Capital Corporation Pty Limited ACN 008 589 384, Westfield Finance (Aust) Limited ACN 093 642 865 (each a *Company* and collectively the *Companies*) are exempt from the requirement to hold an Australian financial services licence.

Where this instrument applies

6. This instrument applies to the provision of financial services where:
 - (a) the Company is, and remains at all times, an entity within the Scentre Group;
 - (b) the financial services provided by the Company consist only of either or both of:
 - (i) dealing in derivatives; and
 - (ii) dealing in foreign exchange contracts;
 - (c) the financial services do not involve the making of a market for derivatives or foreign exchange contracts;
 - (d) the dealing is entered into by the Company solely for the purpose of one or more entities within the Scentre Group managing a financial risk that arises in the ordinary course of business of the entity; and

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- (e) the financial services provided by the Companies do not constitute a significant part of the Scentre Group's business on a consolidated basis.

Conditions

7. Before entering all derivative and foreign exchange transactions, the Company must notify the counterparty to the transaction that the Company is exempt from the requirement to hold, and does not hold, an Australian financial services licence.

Interpretation

8. In this instrument:

control has the same meaning as in accounting standard AASB 10 *Consolidated Financial Statements*.

Scentre Group means the group of entities consisting of:

- (a) WHL, WT, WRT1 and WRT2; and
- (b) all other entities controlled by one or more of the entities referred to subparagraph (a).

WHL means Westfield Holdings Limited ACN 001 671 496.

WRT1 means Westfield Retail Trust 1 ARSN 146 934 536.

WRT2 means Westfield Retail Trust 2 ARSN 146 934 652.

WT means Westfield Trust ARSN 090 849 746.

Dated this 25th day of June 2014



Signed by Junghee Ryu
as a delegate of the Australian Securities and Investments Commission

14 - 0623

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 911A(2)(l) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 911A(2)(l) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [14 – 0623].

Commencement

3. This instrument commences on gazettal.

Exemption

4. WFA Finance (Aust) Pty Limited ACN 108 802 384 and WCL Finance Pty Limited ACN 168 109 135 (each a *Company* and collectively the *Companies*) are exempt from the requirement to hold an Australian financial services licence.

Where this instrument applies

5. This instrument applies to the provision of financial services where:
 - (a) the *Company* is, and remains at all times, an entity within the Westfield Corporation Group;
 - (b) the financial services provided by the *Company* consist only of either or both of:
 - (i) dealing in derivatives; and
 - (ii) dealing in foreign exchange contracts;
 - (c) the financial services do not involve the making of a market for derivatives or foreign exchange contracts;
 - (d) the dealing is entered into by the *Company* solely for the purpose of one or more entities within the Westfield Corporation Group managing a financial risk that arises in the ordinary course of business of the entity; and

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- (e) the financial services provided by the Companies do not constitute a significant part of the Westfield Corporation Group's business on a consolidated basis.

Conditions

6. Before entering all derivative and foreign exchange transactions, the Company must notify the counterparty to the transaction that the Company is exempt from the requirement to hold, and does not hold, an Australian financial services licence.

Interpretation

7. In this instrument:

control has the same meaning as in accounting standard AASB 10 *Consolidated Financial Statements*.

WAT means Westfield America Trust ARSN 092 058 449.

WCL means Westfield Corporation Limited ACN 166 995 197.

Westfield Corporation Group means the group of entities consisting of:

- (a) WCL, WFDT and WAT; and
(b) all other entities controlled by one or more of the entities referred to in subparagraph (a).

WFDT means WFD Trust ARSN 168 765 875.

Dated this 25th day of June 2014



Signed by Junghee Ryu
as a delegate of the Australian Securities and Investments Commission

14-0628

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 926A(2)(c) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 926A(2)(c) of the *Corporations Act 2001*(the *Act*).

Title

2. This instrument is ASIC Instrument [14-0628].

Commencement

3. This instrument commences on 25 June 2014.

Declaration

4. Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to Suncorp Custodian Services Pty Ltd ACN 010 421 931 (the *Licensee*) as if section 912AC of the Act (as notionally inserted by ASIC Class Order [CO 13/761]) were omitted.

Condition

5. The Licensee must comply with the conditions of its Australian financial services licence (Licence No: 229863).

Where this instrument ceases to apply

6. This instrument ceases to apply at the end of 18 August 2014.

Dated this 25th day of June 2014



Signed by Junghee Ryu
as a delegate of the Australian Securities and Investments Commission

14-0637

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 14-0637.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

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- (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
 - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and

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- (b) would meet the requirements of the class order if:
- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:
- “9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the NASDAQ Global Select Market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and
- (ii) in the Interpretation, the following definition were inserted:
- “9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:
- (a) by, or for the benefit of:
- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and
- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- “(c) specifies in respect of the performance rights or the shares to which the performance rights relate:
- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or

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- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
 - (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
 - (iv) in the Interpretation, the following definition were inserted:
 - “16A. “performance right” means a conditional right:
 - (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or
 - (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; or
 - (c) either to be issued or transferred a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;
- where the performance right is offered for no more than nominal monetary consideration;”.

Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
 - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to

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acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;

- (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Electronic Arts, Inc. 2000 Equity Incentive Plan (under which the performance rights are referred to as restricted stock units), the Restricted Stock Unit Award Agreement and the Australian Offer Document the terms of which are substantially in the same form as those provided to ASIC on 5 June 2014; and

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- (d) *issuer* means Electronic Arts Inc., a company incorporated under the laws of Delaware, United States of America, and any related body corporate.

Dated this 26th day of June 2014

A handwritten signature in black ink, appearing to read 'Elise Chung', written in a cursive style.

Signed by Elise Chung
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 14-0638.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

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- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (b) would meet the requirements of the class order if:
 - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

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“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

(ii) in the Interpretation, the following definition were inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

(a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

(b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

(iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

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- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date; and
- (iv) in the Interpretation, the following definition were inserted:
 - “16A. “performance right” means a conditional right:
 - (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; and
 - (d) subject to the terms of the relevant offer, to receive a cash amount equivalent to the value of any dividend paid on a fully-paid ordinary share in the capital of the issuer, less any tax or other payment that the issuer is required by law to withhold,

where the performance right is offered for no more than nominal monetary consideration;”.

Conditions

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
 - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:

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- (A) an eligible incentive plan offer extended only to eligible employees; and
- (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *Australian Supplement* means the Time-Based Restricted Share Unit Award Agreement (including any appendices thereto), the Performance-Based Restricted Share Unit Award Agreement (including any appendices thereto), the Australian offer document applicable to time-based restricted share units and the Australian offer document applicable to the performance-based restricted share units;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Willis Group Holdings Public Limited Company 2012 Equity Incentive Plan (under which the performance rights are referred to as performance-based restricted share units or time-based restricted share units) and the Australian Supplement, the terms of which are substantially in the same form as those provided to ASIC on 6 June 2014; and

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- (d) *issuer* means Willis Group Holdings Public Limited Company, a foreign corporation incorporated under the laws of Ireland, and any related body corporate.

Dated this 26th day of June 2014



Signed by Elise Chung
as a delegate of the Australian Securities and Investments Commission



Australian Government

Takeovers Panel

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**CORPORATIONS ACT
SECTION 657A
DECLARATION OF UNACCEPTABLE CIRCUMSTANCES**

GONDWANA RESOURCES LIMITED

CIRCUMSTANCES

1. Gondwana Resources Limited (**Gondwana**) is an ASX listed entity. The directors of Gondwana are Mr Warren Beckwith (Chairman), Mr Steven Pynt, Mr Paul Goodsall and Mr Jolyon Sinclair. Ochre Group Holdings Limited (**Ochre**), the applicant, is the largest shareholder of Gondwana shares holding 17.64% (having increased its holding from 8.27%).
2. On 16 April 2014, Gondwana lodged a prospectus with ASIC in relation to a 1 for 1¹ non-renounceable entitlement issue with the following features:
 - (a) It was for the issue of 19,753,440 shares at 3.2 cents per share to raise approximately \$632,000.
 - (b) It was partially underwritten (50%) by Bellatrix Pty Ltd, a company controlled by Mr Beckwith, whose voting power in Gondwana could have increased from 11.84% to 43.75%.
 - (c) The entitlement issue provided that:
 - (i) the directors reserved the right to issue any shortfall shares at their absolute discretion
 - (ii) shareholders holding less than 20,000 shares (ie, an unmarketable parcel) would be given priority under the shortfall offer and
 - (iii) shareholders holding more than 20,000 shares were not to apply for shortfall securities unless directed by the directors.
3. On or about 16 April 2014, Gondwana sent a letter to its optionholders in relation to the entitlement offer, which stated among others matters (in bold):

"It is your responsibility to ensure the exercise form and relevant payment are received by the Company in reasonable time to ensure these funds clear and the Option conversion process is completed on or before the Record Date [for the entitlement offer]. To ensure that your new Shares are issued prior to the Record Date, the above must be received by 5:00pm (WST) no later than 27 April 2014. If received after this date, issue of new Shares prior to the Record Date cannot be assured".

¹ with a free option for every 2 shares subscribed for and issued

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4. The partially underwritten entitlement issue, as disclosed in Gondwana's 16 April 2014 prospectus, would likely have had an unacceptable control effect.
5. On or about 22 and 23 April 2014, Ochre lodged with ASX substantial holding notices disclosing that it had increased its voting power in Gondwana from approximately 8.27% to 19.73%.
6. On or about 23 April 2014, Gondwana sent to its shareholders a notice of annual general meeting and explanatory statement, which included resolutions to approve the issue of 15,000,000 shares and 15,000,000 options and the issue of some of those shares and options to Gondwana's directors.
7. On or about 23 April 2014, Gondwana declined an offer from Ochre to underwrite the remaining 50% of the entitlement issue. On or about 24 April 2014, Mr Goodsall raised with his fellow directors whether Ochre may make a bid for Gondwana.
8. As at 28 April 2014, Gondwana had on issue 10 cent options with expiry dates of 30 June 2014 and 30 June 2015, held by 16 persons including Bellatrix, and associates of Mr Pynt and Mr Goodsall. On or about 28 April 2014, Mr Beckwith and Mr Pynt agreed that Mr Beckwith would contact some of the other Gondwana option holders to encourage them to exercise their options by 30 April 2014, the record date of the entitlement issue. Only 3 or 4 option holders (or their representatives) were contacted, one of whom was Mr Goodsall.
9. On 29 April 2014, Ochre made its Panel application.
10. On or after 30 April 2014, 2,300,000 shares were issued by Gondwana upon exercise of options to five persons including Bellatrix, and associates of Mr Pynt and Mr Goodsall. The 10 cent option exercise price was at a significant premium to the closing price of Gondwana shares on 29 April 2014 and part of the exercise price of the options held by associates of Mr Pynt and Mr Goodsall was paid by way of debit to loan accounts in the books of Gondwana in the name of Mr Pynt and Mr Goodsall. As a result of the option exercise, Mr Beckwith's voting power in Gondwana increased to 14.46%.
11. On 1 May 2014, in response to Ochre's Panel application, Gondwana and Bellatrix agreed to terminate the underwriting agreement.
12. On 12 May 2014, Ochre announced that it intended to make a conditional off-market cash takeover bid for all the shares in Gondwana at 8.2c per share.
13. The entitlement issue was structured in a way that meant that Ochre, following the increase in its voting power, could not apply for its full entitlement without the risk that its holding may increase above 20%, without an applicable exception to s606.² At the same time, Bellatrix may be able to apply for its full entitlement to increase Mr Beckwith's voting power up to 18.5% (depending on the level of participation by shareholders).
14. The potential acquisition of voting power by Mr Beckwith under the entitlement issue, separately and together with the issue of shares through the exercise of options, would result in the acquisition of a substantial interest.

² All references are to the *Corporations Act 2001 (Cth)* unless otherwise specified

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15. The Panel considers that:
- all reasonable steps to minimise the potential control impact of the entitlement issue were not taken and
 - the exercise of the options by the directors of Gondwana and their associates appeared to be a response to Ochre's increased voting power, creates uncertainty and may contribute to Ochre not proceeding to acquire a substantial interest, including under the takeover bid it announced on 12 May 2014.
16. Further, the prospectus for the entitlement issue did not disclose adequately or at all:
- the proposed issue of new shares and new options, including to directors, as set out in a notice of AGM, and the potential effect on control of Gondwana of that issue³
 - Gondwana's need for funds
 - how the directors propose to exercise their discretion to allocate any shortfall under the entitlement issue and
 - the use of funds raised to repay a related party or parties.
17. Further, the proposed issue of new shares and new options creates uncertainty about the potential effect on control of Gondwana.
18. It appears to the Panel that the circumstances are unacceptable having regard to:
- the effect that the Panel is satisfied the circumstances have had, are having, will have or are likely to have on:
 - the control, or potential control, of Gondwana or
 - the acquisition, or proposed acquisition, by a person of a substantial interest in Gondwana or
 - the purposes of Chapter 6 set out in s602.
19. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in s657A(3).

DECLARATION

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of Gondwana Resources Limited.



Allan Bulman
Director
with authority of Sarah Dulhunty
President of the sitting Panel
Dated 6 June 2014

³ On 23 May 2014, Gondwana announced that the AGM had been cancelled and a new notice of annual general meeting would be sent to shareholders

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NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 19 June 2014

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF RUSSELL ANDREW JOHNSON****BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001**

To: Mr Russell Andrew Johnson

Under sections 920A(1) and 920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits **RUSSELL ANDREW JOHNSON** from providing any financial services permanently.

Dated this 12th day of June 2014

Signed: 

Casandra Francas

as a delegate of the Australian Securities and Investments Commission

Your attention is drawn to subsection 920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of subsection 920C(2) is an offence.

CORPORATIONS ACT 2001

Subsection 601PB(2)

ASIC may deregister the managed investment schemes listed below two months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-seventh day of June 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

ASTARRA BALANCED FUND	092 301 132
ASTARRA CONSERVATIVE FUND	092 298 130
ASTARRA GROWTH FUND	092 298 005
CBGF STAPLED FUND NO. 1	128 227 341
CBGF STAPLED FUND NO. 2	128 227 378
CBGF STAPLED FUND NO. 3	115 588 433
IRONSTONE RESIDENTIAL FUND	115 654 138
NATIONAL VITICULTURAL FUND OF AUSTRALIA - PROJECT NUMBER 3	109 020 788
NATIONAL VITICULTURAL FUND OF AUSTRALIA - PROJECT NO. 2	096 878 134
NATIONAL VITICULTURAL FUND OF AUSTRALIA - PROJECT NO. 5	119 388 911

CORPORATIONS ACT 2001

Section 601CL(4)

ASIC will strike the foreign companies listed below off the register three months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-seventh day of June 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

BRILLIANT CHANNEL LIMITED

162 234 488

LOUIS DREYFUS FAIRMOUNT B.V.

159 853 111

NEPTUNE MARINE PACIFIC PTE. LTD.

151 764 733

PYRAMIS GLOBAL MARKET NEUTRAL FUND, LTD.

134 011 662

7761295 CANADA INC.

152 953 261

CORPORATIONS ACT 2001

Section 601CL(5)

ASIC has struck the foreign companies listed below off the register.

Dated this twenty-seventh day of June 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

CONSTELLATION BRANDS, INC.

103 442 646

FUSION LEARNING LIMITED

125 977 522

MD-SPA SOURCE LTD

161 365 493

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administrative Appeals Tribunal prevents it from doing so.

ADVANCE ENERGY LTD ACN 111 823 762 will change to a no liability public company. The new name will be **ANTILLES OIL AND GAS NL** ACN 111 823 762.

APEX SUPER LIMITED ACN 117 529 905 will change to a proprietary company limited by shares. The new name will be **APEX SUPER PTY LTD** ACN 117 529 905.

CENTRAL NORSEMAN GOLD CORPORATION LIMITED ACN 005 482 860 will change to a proprietary company limited by shares. The new name will be **CENTRAL NORSEMAN GOLD CORPORATION PTY LTD** ACN 005 482 860.

JERNIGAN COMMODITIES LIMITED ACN 145 833 816 will change to a proprietary company limited by shares. The new name will be **JERNIGAN COMMODITIES PTY LTD** ACN 145 833 816.

MORTGAGE & GENERAL FINANCIAL GROUP LTD. ACN 054 476 701 will change to a proprietary company limited by shares. The new name will be **MORTGAGE & GENERAL FINANCIAL GROUP PTY LTD** ACN 054 476 701.

VOZTEC PTY LTD ACN 086 431 521 will change to a public company limited by shares. The new name will be **VOZTEC LIMITED** ACN 086 431 521.

ALLIED GOLD LIMITED ACN 104 855 067 will change to a proprietary company limited by shares. The new name will be **ALLIED GOLD PTY LIMITED** ACN 104 855 067.

AUSTRALIAN SOLOMONS GOLD LIMITED ACN 109 492 373 will change to a proprietary company limited by shares. The new name will be **AUSTRALIAN SOLOMONS GOLD PTY LIMITED** ACN 109 492 373.

IN2IT NUTRITION & FITNESS LTD ACN 159 318 331 will change to a proprietary company limited by shares. The new name will be **IN2IT NUTRITION & FITNESS PTY LTD** ACN 159 318 331.

MCCONNELL DOWELL CORPORATION (NZ) LIMITED ACN 007 246 826 will change to a proprietary company limited by shares. The new name will be **MCCONNELL DOWELL CORPORATION (NZ) PTY LTD** ACN 007 246 826.

PRESHAFOOD LIMITED ACN 122 373 102 will change to a proprietary company limited by shares. The new name will be **PRESHAFOOD PTY LTD** ACN 122 373 102.

WILDE FINANCIAL SERVICES LIMITED ACN 149 901 226 will change to a proprietary company limited by shares. The new name will be **WILDE FINANCIAL SERVICES PTY LTD** ACN 149 901 226.