



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

No. A43/13, Tuesday, 24 September 2013

Published by ASIC

ASIC Gazette

Contents

Notices under Corporations Act 2001

13-1134	13-1141
13-1146	13-1148
13-1149	13-1150
13-1152	13-1154
13-1156	13-1159
13-1160	13-1161
13-1162	13-1164
13-1165	13-1166
13-1167	

Company/Scheme deregistrations

Change of company type

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.

ISSN 1445-6060 (Online version)
ISSN 1445-6079 (CD-ROM version)

Available from www.asic.gov.au
Email gazette.publisher@asic.gov.au

© Commonwealth of Australia, 2013

This work is copyright. Apart from any use permitted under the *Copyright Act 1968*, all rights are reserved. Requests for authorisation to reproduce, publish or communicate this work should be made to: Gazette Publisher, Australian Securities and Investment Commission, GPO Box 9827, Melbourne Vic 3001

13-1134

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1134.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to Quantum Funds Management Limited ACN 086 965 684 in its capacity as the responsible entity of the Quantum Residential Property Trust ARSN 165 569 335 as if the provisions of that Chapter as modified or varied by ASIC Class Order [CO 05/26] were modified or varied as follows:

- (a) after subsection 601GAB(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the issue price is taken to comply with paragraph (2)(a) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

- (b) after subsection 601GAC(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the withdrawal amount is taken to comply with subsection (2) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

Dated this 13 September 2013



Signed by Aileen Tse
as a delegate of the Australian Securities and Investments Commission

13-1141

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

PART 9.4AA OF THE CORPORATIONS ACT
INFRINGEMENT NOTICE

To: ZYL Limited
Level 4
15 Ogilvie Road
MOUNT PLEASANT WA 6153

TAKE NOTICE: The Australian Securities and Investments Commission (ASIC) hereby issues an Infringement Notice to ZYL Limited ACN 008 720 223 (ZYL) pursuant to s1317DAC(1) of the *Corporations Act 2001* (the Act).

This Infringement Notice requires ZYL to pay a penalty to ASIC, on behalf of the Commonwealth, in the sum of \$33,000 (the Penalty).

This Infringement Notice is issued on 12 August 2013.

DETAILS OF THE ALLEGED CONTRAVENTION**The Facts**

ZYL is an emerging anthracite producer listed on ASX Limited (ASX).

On 10 September 2012, ZYL announced that it had entered into a term sheet for an \$18 million, 35 month term, convertible note with a sophisticated investor via a special purpose entity and the investor had agreed to provide a bridging facility of \$2 million (the Bridging Facility) as part of the \$18 million facility.

On 8 October 2012, ZYL executed a Bridging Facility Agreement with Prestige Glory Limited (Prestige) (the Agreement).

Under cl 6.1 of the Agreement, the Bridging Facility was to be repaid on the Termination Date, being the earlier of either 31 December 2012 or the date that ZYL issued convertible notes to Prestige Glory Limited or such other date agreed by ZYL and Prestige.

Under the Agreement, convertible notes were notes to be issued by ZYL to Prestige pursuant to a Convertible Notes Deed Poll to be executed by ZYL either simultaneously with or subsequent to the execution of the Agreement.

By 24 October 2012 ZYL had drawn down the \$2 million Bridging Facility but had not executed any deed poll or other agreement for the issue of convertible notes to Prestige.

When the Bridging Facility was drawn down, without formal agreements for the \$18 million convertible note facility being executed, ZYL would not have sufficient funds to repay Prestige on 31 December 2012.

2

13 - 1141

At 8.29 am on 24 October 2012 ZYL was aware of the following information concerning the Bridging Facility:

- The Bridging Facility was repayable on the earlier of 31 December 2012 and the date that ZYL issues convertible notes to Prestige, or such other date agreed by ZYL and Prestige,

(the Information).

On 29 November 2012, ZYL released a replacement Annual Report referring to the Information.

The Contravention

This Infringement Notice has been issued because ASIC has reasonable grounds to believe that ZYL contravened s674(2) of the Act in the period between 8.29 am¹ on 24 October 2012 and 3.00 pm on 29 November 2012 in that:

- (a) ZYL is an entity to which s674(2) of the Act applies.
- (b) By 8.29 am on 24 October 2012 ZYL was aware of the Information.
- (c) The Information was information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of securities of ZYL because:
 - (i) ZYL had not executed any deed poll or other agreement for the issue of convertible notes to Prestige to enable it to repay the facility by the issue of convertible notes.
 - (ii) Without the \$18 million convertible notice facility, ZYL would have insufficient cash to repay the facility without undertaking some alternative fund raising.
- (d) ASX Listing Rule 3.1 required ZYL to tell ASX of the Information from 8.29 am on 24 October 2012.
- (e) ASX Listing Rule 3.1A (the exception to ASX Listing Rule 3.1) did not apply to the Information because:
 - (i) a reasonable person would have expected the Information to be disclosed to ASX;
 - (ii) the Information was not confidential; and
 - (iii) none of the matters listed in Listing Rule 3.1.A3 applied to the Information.

¹ References to a time are to Western Standard Time

- (f) Between 8.29 am on 24 October 2012 and 3.00 pm on 29 November 2012 when ZYL released the replacement Annual Report, the Information was not generally available.

Compliance with the Infringement Notice

ZYL may choose to comply with this Infringement Notice by paying the Penalty within the compliance period.

The compliance period for this Infringement Notice begins on 13 August 2013 and expires on 10 September 2013: s1317DAH(1) of the Act. ASIC may extend the compliance period for this Infringement Notice once, by up to 28 days: s1317DAH(3) of the Act. If this occurs ASIC will notify ZYL in writing.

Effect of issue and compliance with the Infringement Notice

The issue of this Infringement Notice, and subsequent compliance with it, is not an admission of liability by ZYL and cannot be regarded as a finding that ZYL has contravened s674(2) of the Act for any other purpose: s1317DAF(4) of the Act.

ASIC cannot take civil or criminal proceedings against ZYL for the alleged contravention specified in this Infringement Notice, either during the compliance period or after the Infringement Notice is complied with: s1317DAF(5) of the Act. However, certain proceedings may be commenced or continued against ZYL by third parties or by ASIC on behalf of third parties: s1317DAF(6) of the Act.

Effect of failure to comply with the Infringement Notice

ASIC cannot enforce compliance with this Infringement Notice: s1317DAF of the Act. However, if this Infringement Notice is not withdrawn in accordance with s1317DAI of the Act, it is open to ASIC to take the following action against ZYL:

- (a) ASIC may begin civil penalty proceedings against the entity under Part 9.4B of the Act seeking a declaration that ZYL breached the provision specified in this Infringement Notice and a pecuniary penalty order. The size of the pecuniary penalty is not limited to the amount specified in the Infringement Notice. The Court may under Part 9.4B impose a maximum penalty in relation to the alleged contravention of up to \$1 million;
- (b) ASIC may (if applicable) begin proceedings under s1324B of the Act seeking an order that specified information be disclosed in the manner required by this Infringement Notice;
- (c) ASIC may (if applicable) make an order under s91 of the *Australian Securities and Investments Commission Act* (the ASIC Act) for recovery of expenses of its investigation into the breach specified in this Infringement Notice. ASIC can also bring proceedings to enforce that order; and
- (d) ASIC can make a determination under ss708A(2), 713(6), 1012DA(2) or 1013FA(3) of the Act, or accept an enforceable undertaking under s93AA of the ASIC Act and bring proceedings to enforce the undertaking: s1317DAG of the Act.

Certain other proceedings may also be commenced or continued against ZYL by third parties or by ASIC on behalf of third parties: s1317DAG(4) of the Act.

Withdrawal of infringement notice

ASIC may withdraw this Infringement Notice at any time prior to compliance if it considers it appropriate to do so. If this Infringement Notice is withdrawn, any enforcement action may be taken by ASIC against ZYL, including:

- (a) civil proceedings under Part 9.4B of the Act;
- (b) a prosecution for an offence based on the provision specified in the notice.

ZYL may seek the withdrawal of this Infringement Notice by making a written representation to ASIC: s1317DAI(1) of the Act. Material provided to ASIC in such a representation is not admissible in evidence in proceedings against ZYL or a representative of the company: s1317DAI(2) of the Act.

Publication

If ZYL complies with this Infringement Notice ASIC may publish details of ZYL's compliance in the manner set out in s1317DAJ(2) or (3) of the Act: s1317DAJ(1) of the Act.

The provisions contained in Part 9.4AA of the Act are attached hereto as Annexure 1.



Casandra Francas

Delegate

Australian Securities and Investments Commission

ANNEXURE 1

13 - 1141

**Part 9.4AA—Infringement notices for alleged
contraventions of continuous disclosure provisions****1317DAA Definitions**

(1) In this Part:

compensation proceedings means:

- (a) proceedings under section 1317HA; and
- (b) proceedings under section 12GF of the ASIC Act in relation to a contravention of section 12DA of that Act; and
- (c) any other proceedings by a person for compensation for loss or damage suffered by the person.

compliance period for an infringement notice has the meaning affected by section 1317DAH.*contravention proceedings* means proceedings under section 1101B by a person referred to in paragraph 1101B(1)(b) or (d).*enforcement proceedings* means proceedings under section 793C by a person referred to in paragraph 793C(1)(b), (c) or (d).*infringement notice* means an infringement notice issued under section 1317DAC.*penalty and disclosure proceedings* means the proceedings referred to in column 3 of the table in subsection 1317DAG(2).*public interest proceedings* means proceedings under section 50 of the ASIC Act.

- (2) For the purposes of applying this Part to a disclosing entity that is an undertaking to which interests in a registered scheme relate:
 - (a) references to the disclosing entity are taken to be references to the responsible entity for the registered scheme; and
 - (b) references to a financial report for a financial year being lodged by a disclosing entity are taken to be references to such a report being lodged by the responsible entity in relation to the scheme; and
 - (c) references to securities of a disclosing entity are taken to be references to interests in the registered scheme; and
 - (d) references to a disclosing entity being convicted of an offence based on subsection 674(2) or 675(2) are taken to be references to the responsible entity being convicted of such an offence in relation to the registered scheme; and
 - (e) references to a civil penalty order under Part 9.4B being made against a disclosing entity in relation to a contravention of subsection 674(2) or 675(2) are taken to be references to such an order being made against the responsible entity in relation to the registered scheme; and
 - (f) references to a disclosing entity having breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2) are taken to be

13 - 1141

references to the responsible entity having breached such an undertaking given in relation to the registered scheme.

1317DAB Purpose and effect of this Part

- (1) The purpose of this Part is to provide for the issue of an infringement notice to a disclosing entity for an alleged contravention of subsection 674(2) or 675(2) as an alternative to proceedings for civil penalties under Part 9.4B.
- (2) This Part does not:
 - (a) require an infringement notice to be issued to the disclosing entity for the alleged contravention of subsection 674(2) or 675(2); or
 - (b) affect the liability of the disclosing entity to civil or criminal proceedings in relation to the alleged contravention of subsection 674(2) or 675(2) if:
 - (i) an infringement notice is not issued to the disclosing entity for the alleged contravention; or
 - (ii) an infringement notice issued to the disclosing entity for the alleged contravention is withdrawn under section 1317DAI; or
 - (c) prevent a Court from imposing a higher penalty than the penalty specified in the infringement notice if the disclosing entity does not comply with the infringement notice.

1317DAC Issue of infringement notice

Issue of infringement notice

- (1) Subject to section 1317DAD, if ASIC has reasonable grounds to believe that a disclosing entity has contravened subsection 674(2) or 675(2), ASIC may issue an infringement notice to the disclosing entity.
- (2) ASIC issues the infringement notice to the disclosing entity by serving it on the disclosing entity.
- (3) ASIC must not issue more than one infringement notice to the disclosing entity for the same alleged contravention of subsection 674(2) or 675(2).

ASIC must have regard to certain matters

- (4) In determining whether to issue an infringement notice to a listed disclosing entity for an alleged contravention of subsection 674(2), ASIC must have regard to:
 - (a) any guidelines issued by the relevant market operator for the listed disclosing entity that relate to the provisions of the listing rules referred to in subsection 674(1); and
 - (b) any other relevant matter.

Infringement notice does not have effect

- (5) The infringement notice does not have any effect if the infringement notice:
 - (a) is issued more than 12 months after the day on which the contravention of subsection 674(2) or 675(2) is alleged to have occurred; or
 - (b) relates to more than one alleged contravention of subsection 674(2) or 675(2) by the disclosing entity.

13 - 1141

1317DAD Statement of reasons must be given*Statement of reasons*

- (1) Before issuing the infringement notice, ASIC must:
 - (a) give the disclosing entity a written statement that sets out ASIC's reasons for believing that the disclosing entity has contravened subsection 674(2) or 675(2); and
 - (b) give a representative of the disclosing entity an opportunity to:
 - (i) appear at a private hearing before ASIC; and
 - (ii) give evidence to ASIC; and
 - (iii) make submissions to ASIC;in relation to the alleged contravention of subsection 674(2) or 675(2).
- (2) If the disclosing entity is a listed disclosing entity, ASIC must consult with the relevant market operator for the disclosing entity before giving the disclosing entity the statement under this subsection.
- (3) ASIC does not need to consult the relevant market operator under subsection (2) if:
 - (a) the disclosing entity is the relevant market operator; or
 - (b) the disclosing entity conducts a business in competition with a business conducted by the relevant market operator.

Limit on the use of evidence or information given to ASIC

- (4) Evidence or information that a representative of the disclosing entity gives ASIC under paragraph (1)(b) in relation to the alleged contravention of subsection 674(2) or 675(2) is:
 - (a) not admissible in evidence against the disclosing entity in any proceedings; and
 - (b) not admissible in evidence against a representative of the disclosing entity in any proceedings (other than proceedings for an offence based on the evidence or information given being false or misleading).

1317DAE Matters to be included in infringement notice

- (1) The infringement notice:
 - (a) must state the day on which it is issued; and
 - (b) must state the name and address of the disclosing entity to whom it is issued; and
 - (c) must state that it is being issued by ASIC; and
 - (d) must state that ASIC may publish details of the disclosing entity's compliance with the infringement notice under section 1317DAJ if the disclosing entity complies with the notice; and
 - (e) must give details of the alleged contravention by the disclosing entity, including:
 - (i) the date of the alleged contravention; and
 - (ii) the particular provision that was contravened; and
 - (f) must state the maximum pecuniary penalty that a Court could impose under Part 9.4B in relation to the alleged contravention; and
 - (g) must specify the penalty that is payable in relation to the alleged contravention; and

13 - 1141

- (h) must state that the penalty is payable to ASIC on behalf of the Commonwealth; and
 - (i) if it is alleged that the disclosing entity contravened subsection 674(2)—may specify information that the disclosing entity must notify to the relevant market operator in accordance with the provisions of the listing rules referred to in subsection 674(1); and
 - (j) if it is alleged that the disclosing entity contravened subsection 675(2)—may require the disclosing entity to lodge a document with ASIC that contains specified information; and
 - (k) must explain the effect of sections 1317DAF, 1317DAG and 1317DAH; and
 - (l) must state that the disclosing entity may make written representations to ASIC seeking the withdrawal of the infringement notice; and
 - (m) must contain any other matters that are prescribed in the regulations.
- (2) Subject to subsection (3), the penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 674(2) is:
- (a) \$100,000 if the disclosing entity is a Tier 1 entity; or
 - (b) \$66,000 if the disclosing entity is a Tier 2 entity; or
 - (c) \$33,000 if the disclosing entity is a Tier 3 entity.
- (3) The penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 674(2) is:
- (a) \$100,000 if the disclosing entity is a Tier 2 entity; or
 - (b) \$66,000 if the disclosing entity is a Tier 3 entity;
- if:
- (c) the disclosing entity has at any time been convicted of an offence based on subsection 674(2) or 675(2); or
 - (d) a civil penalty order under Part 9.4B has at any time been made against the disclosing entity in relation to a contravention of subsection 674(2) or 675(2); or
 - (e) the disclosing entity has at any time breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2).
- (4) Subject to subsection (5), the penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 675(2) is \$33,000.
- (5) The penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 675(2) is \$66,000 if:
- (a) the disclosing entity has at any time been convicted of an offence based on subsection 674(2) or 675(2); or
 - (b) a civil penalty order under Part 9.4B has at any time been made against the disclosing entity in relation to a contravention of subsection 674(2) or 675(2); or
 - (c) the disclosing entity has at any time breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2).
- (6) For the purposes of this section:
- (a) a disclosing entity is:
 - (i) a **Tier 1 entity** if its market capitalisation on the relevant day exceeds \$1,000 million; and

13 - 1141

- (ii) a *Tier 2 entity* if its market capitalisation on the relevant day exceeds \$100 million but does not exceed \$1,000 million; and
 - (iii) a *Tier 3 entity* if its market capitalisation on the relevant day does not exceed \$100 million or it is not possible to work out its market capitalisation on the relevant day because it has not lodged a financial report with ASIC before the relevant day; and
 - (b) the *relevant day* for an infringement notice is the last day of the financial year in relation to which the latest financial report by the disclosing entity has been lodged with ASIC before the infringement notice is issued.
- (7) This is how to work out a disclosing entity's *market capitalisation* on the relevant day:
- (a) for each class of security of the disclosing entity that is a quoted security:
 - (i) work out the closing price, on the relevant day, for securities in that class on the prescribed financial market on which the securities are quoted; and
 - (ii) multiply that price by the number of securities in that class on issue on the relevant day (as shown in the financial report lodged with ASIC for the period that ends on the relevant day); and
 - (b) add up the amounts obtained under paragraph (a): the result is the disclosing entity's market capitalisation on the relevant day.
- Disregard quoted securities of the disclosing entity that are options.

1317DAF Effect of issue and compliance with infringement notice

Circumstances in which this section applies

- (1) This section applies if subsection (2) or (3) is satisfied.
- (2) This subsection is satisfied if:
 - (a) the compliance period for the infringement notice has not ended; and
 - (b) the infringement notice is not withdrawn under section 1317DAI; and
 - (c) subsection (3) has not been satisfied.
- (3) This subsection is satisfied if, within the compliance period for the infringement notice, the disclosing entity:
 - (a) pays the penalty specified in the infringement notice; and
 - (b) either:
 - (i) if it is alleged in the infringement notice that the disclosing entity contravened subsection 674(2)—notifies the relevant market operator, in accordance with the provisions of the listing rules referred to in subsection 674(1), of any information specified in the infringement notice; or
 - (ii) if it is alleged in the infringement notice that the disclosing entity contravened subsection 675(2)—lodges any required document with ASIC that contains the information specified in the infringement notice.

Note: If this subsection is satisfied, ASIC must not withdraw the infringement notice, see section 1317DAI.

No contravention etc. by the disclosing entity

- (4) The disclosing entity is not, by reason only of subsection (3) being satisfied, regarded as:

13 - 1141

- (a) having contravened the provision specified in the infringement notice; or
- (b) having been convicted of an offence constituted by the same conduct that constituted the alleged contravention of the provision specified in the infringement notice.

No proceedings may be started etc.

- (5) Subject to subsection (6), no proceedings (whether criminal or civil) may be started or continued against the disclosing entity in relation to:
 - (a) the alleged contravention of the provision specified in the infringement notice; or
 - (b) an offence constituted by the same conduct that constituted the alleged contravention.
- (6) Subsection (5) does not apply to the following proceedings:
 - (a) compensation proceedings, contravention proceedings, enforcement proceedings and public interest proceedings that relate to the alleged contravention of the provision specified in the infringement notice;
 - (b) proceedings to enforce the following orders of a Court:
 - (i) an order made in relation to proceedings referred to in paragraph (a);
 - (ii) an order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings;
 - (c) any other proceedings in respect of a breach of an order referred to in paragraph (b);
 - (d) an appeal to a Court against the following decisions or orders of a Court:
 - (i) a decision or order made in relation to proceedings referred to in paragraph (a);
 - (ii) a decision or order made under subsection 1335(2) in relation to the proceedings referred to in paragraph (a) other than public interest proceedings.
- (7) To avoid doubt, subsection (5) does not prevent ASIC from:
 - (a) making an order under section 91 of the ASIC Act; or
 - (b) bringing proceedings to enforce the order.

1317DAG Effect of failure to comply with infringement notice

Circumstances in which this section applies

- (1) This section applies if an infringement notice issued to a disclosing entity is not withdrawn under section 1317DAI.

Effect of failure to comply with infringement notice

- (2) If the disclosing entity fails to do a thing specified in column 2 of the following table within the compliance period for the infringement notice, the disclosing entity is liable to the proceedings specified in column 3 of the following table:

13-1141

Effect of failure to comply with infringement notice		
Column 1	Column 2	Column 3
Item	If the disclosing entity fails to:	the disclosing entity is liable to:
1	pay the penalty specified in the infringement notice	proceedings under Part 9.4B for: (a) a declaration of contravention; and (b) a pecuniary penalty order; in relation to the alleged contravention of the provision specified in the infringement notice.
2	notify the relevant market operator, in accordance with the provisions of the listing rules referred to in subsection 674(1), of any information specified in the infringement notice if it is alleged in the infringement notice that the disclosing entity contravened subsection 674(2)	proceedings for an order under section 1324B in relation to the alleged contravention of the provision specified in the infringement notice.
3	lodge any required document with ASIC that contains the information specified in the infringement notice if it is alleged in the infringement notice that the disclosing entity contravened subsection 675(2)	proceedings for an order under section 1324B in relation to the alleged contravention of the provision specified in the infringement notice.

No other proceedings may be started etc.

- (3) Subject to subsection (4), no other proceedings (whether criminal or civil) may be started or continued against the disclosing entity in relation to:
- (a) the alleged contravention of the provision specified in the infringement notice; or
 - (b) an offence constituted by the same conduct that constituted the alleged contravention.
- (4) Subsection (3) does not apply to the following proceedings:
- (a) compensation proceedings, contravention proceedings, enforcement proceedings and public interest proceedings that relate to the alleged contravention of the provision specified in the infringement notice;
 - (b) proceedings to enforce the following orders of a Court:
 - (i) an order made in relation to penalty and disclosure proceedings;
 - (ii) an order made in relation to proceedings referred to in paragraph (a);
 - (iii) an order made under subsection 1335(2) in relation to penalty and disclosure proceedings;
 - (iv) an order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings;
 - (c) any other proceedings in respect of a breach of an order referred to in paragraph (b);
 - (d) an appeal to a Court against the following decisions or orders of a Court:

13 - 1141

- (i) a decision or order made in relation to penalty and disclosure proceedings;
 - (ii) a decision or order made in relation to proceedings referred to in paragraph (a);
 - (iii) a decision or order made under subsection 1335(2) in relation to penalty and disclosure proceedings;
 - (iv) a decision or order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings.
- (5) To avoid doubt, subsection (3) does not prevent ASIC from:
- (a) making a determination under subsection 708AA(3), 708A(2), 713(6), 1012DAA(3), 1012DA(2) or 1013FA(3) of this Act; or
 - (b) making an order under section 91 of the ASIC Act; or
 - (c) accepting an undertaking under section 93AA of the ASIC Act; or
 - (d) bringing proceedings to enforce the determination, order or undertaking.

1317DAH Compliance period for infringement notice

- (1) Subject to this section, the compliance period for an infringement notice is a period of 28 days beginning on the day after the day on which the infringement notice is issued.
- (2) ASIC may extend, by notice in writing, the compliance period for the infringement notice if ASIC is satisfied that it is appropriate to do so.
- (3) Only one extension may be given and the extension must not be for longer than 28 days.
- (4) Notice of the extension must be given to the disclosing entity that was issued with the infringement notice.
- (5) A failure to comply with subsection (4) does not affect the validity of the extension.
- (6) If ASIC extends the compliance period for an infringement notice, a reference in this Act to the compliance period for an infringement notice is taken to be a reference to the compliance period as so extended.

1317DAI Withdrawal of infringement notice

Disclosing entity may seek withdrawal

- (1) If an infringement notice is issued to a disclosing entity, the disclosing entity may make written representations to ASIC seeking the withdrawal of the infringement notice.
- (2) Evidence or information that a representative of the disclosing entity gives ASIC in the course of making representations under subsection (1) is:
 - (a) not admissible in evidence against the disclosing entity in any proceedings; and
 - (b) not admissible in evidence against a representative of the disclosing entity in any proceedings (other than proceedings for an offence based on the evidence or information given being false or misleading).

13 - 1141

Withdrawal

- (3) Subject to subsection (4), ASIC may withdraw the infringement notice (whether or not the disclosing entity has made representations seeking the withdrawal) if ASIC is satisfied that it is appropriate to do so.
- (4) ASIC must not withdraw the infringement notice if subsection 1317DAF(3) is satisfied.

Withdrawal notice

- (5) The withdrawal must be made by notice in writing and must be given to the disclosing entity.
- (6) The withdrawal notice must state:
 - (a) the name and address of the disclosing entity; and
 - (b) the day on which the infringement notice was issued to the disclosing entity; and
 - (c) that the infringement notice is withdrawn; and
 - (d) that civil proceedings under Part 9.4B may be brought against the disclosing entity for a contravention of the provision specified in the infringement notice; and
 - (e) that a prosecution for an offence based on the provision specified in the infringement notice may be brought against the disclosing entity.

Refund of penalty

- (7) If:
 - (a) the disclosing entity pays the penalty specified in the infringement notice; and
 - (b) the infringement notice is withdrawn after the disclosing entity pays the penalty;ASIC must refund to the disclosing entity an amount equal to the amount paid.

1317DAJ Publication in relation to infringement notices

- (1) If:
 - (a) ASIC issues an infringement notice to a disclosing entity; and
 - (b) subsection 1317DAF(3) (compliance with the infringement notice) is satisfied;ASIC may publish details of the disclosing entity's compliance with the infringement notice under subsection (2) or (3) or under both of those subsections.
- (2) ASIC publishes details of the disclosing entity's compliance with the infringement notice under this subsection if it publishes a copy of the infringement notice in the *Gazette* together with the following statements:
 - (a) a statement that the disclosing entity has complied with the infringement notice;
 - (b) a statement that compliance with the notice is not an admission of guilt or liability;
 - (c) a statement that the disclosing entity is not regarded as having contravened the provision specified in the notice.

13 - 1141

- (3) ASIC publishes details of the disclosing entity's compliance with the infringement notice under this subsection if:
- (a) ASIC issues a statement (whether written or oral) about the disclosing entity's compliance with the infringement notice; and
 - (b) the statement is limited to an accurate summary of the infringement notice including:
 - (i) the name of the disclosing entity; and
 - (ii) the amount of the penalty payable under the notice in relation to the alleged contravention; and
 - (iii) the conduct specified in the notice as the conduct in relation to which the infringement notice was issued;together with the following statements:
 - (iv) a statement that the disclosing entity has complied with the infringement notice;
 - (v) a statement that compliance with the notice is not an admission of guilt or liability;
 - (vi) a statement that the relevant disclosing entity is not regarded as having contravened the provision specified in the notice.
- (4) ASIC must not otherwise publish details of:
- (a) an infringement notice; or
 - (b) a disclosing entity's compliance with an infringement notice.
- Failure to comply with this subsection is not an offence.

ZYL Limited has complied with the infringement notice by paying the penalty of \$33,000.00 on 10 September 2013. In accordance with Corporations Act 2001 (Cth) section 1317DAJ(2)(b) and (c), ZYL Limited's compliance with the notice is not an admission of guilt or liability and ZYL Limited is not regarded as having contravened Corporations Act 2001 (Cth) subsection 674(2).



ASIC

Australian Securities & Investments Commission

13-1146


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

Notice of Cancellation of an Australian Financial Services Licence

TO: Oakvale Capital Limited
ACN 009 070 884 ("the Licensee")
Last notified principal place of business:
Level 3, 50 Colin Street
WEST PERTH WA 6005

Pursuant to paragraph 915B(3)(b) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 229842 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 13th September 2013

Signed 

Joyce Krashow
A delegate of the Australian Securities and Investments Commission

13 - 1148

NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

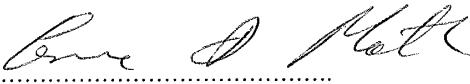
Notice is hereby given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 6 September 2013.

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001 SECTION 915C****Notice of Suspension of Australian Financial Services Licence**

To: Herschel Asset Management Pty Ltd ACN 006 968 574
Ground Floor
33 Exhibition Street
Melbourne Victoria 3000

TAKE NOTICE that under subsection 915C(1) of the Corporations Act 2001 the Australian Securities and Investments Commission suspends Australian financial services licence no. 238721 held by Herschel Asset Management Pty Ltd ACN 006 968 574 until 28 August 2014.

Dated this 29th day of August 2013.

Signed: 
.....
Graeme Darcy Plath
Delegate of the Australian Securities and
Investments Commission

Your attention is drawn to subsection 911A(1) of the Corporations Act 2001 which provides that subject to this section, a person who carries on a financial services business in this jurisdiction must hold an Australian financial services licence covering the provision of the financial services and that a failure to comply with this subsection is an offence (see subsection 1311(1) of the Corporations Act 2001).

13 - 1149

NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is hereby given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 6 September 2013.

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001 SECTION 915C****Notice of Suspension of Australian Financial Services Licence**

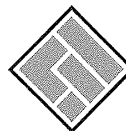
To: Herschel Principal Finance Pty Ltd ACN 111 807 508
Ground Floor
33 Exhibition Street
Melbourne Victoria 3000

TAKE NOTICE that under subsection 915C(1) of the Corporations Act 2001 the Australian Securities and Investments Commission suspends Australian financial services licence no. 320193 held by Herschel Principal Finance Pty Ltd ACN 111 807 508 until 28 August 2014.

Dated this 29th day of August 2013.

Signed: 
Graeme Darcy Plath
Delegate of the Australian Securities and
Investments Commission

Your attention is drawn to subsection 911A(1) of the Corporations Act 2001 which provides that subject to this section, a person who carries on a financial services business in this jurisdiction must hold an Australian financial services licence covering the provision of the financial services and that a failure to comply with this subsection is an offence (see subsection 1311(1) of the Corporations Act 2001).



13-1150

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Cooper-Brown Enterprises Pty Ltd
ACN: 136 582 404 ("the Licensee")
Unit 17, 10 Lincoln Cresent
Woolloomooloo NSW 2011

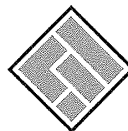
Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 341183 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 13th September, 2013.

Signed

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

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



13-1152

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Ecofin Australia Pty Ltd
ACN: 140 145 106 ("the Licensee")
c/- RSM Bird Cameron
Level 12, 60 Castlereagh Street
Sydney NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 343564 held by the Licensee with effect from the date on which this notice is given to the Licensee.

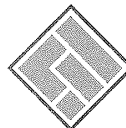
Dated this 13th September, 2013.

Signed

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

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

13-1154



ASIC

Australian Securities & Investments Commission

**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 [13-1154]

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 offer; or
 - (b) offers to arrange for the issue of financial products under an eligible offer; or
 - (c) issues a financial product under an eligible offer,on the conditions set out in this instrument and for so long as the conditions are met.
5. A financial product that is the subject of an eligible offer does not have to comply with Part 7.9 where:
 - (a) a recommendation is made (by a person other than the Issuer or a related body corporate of the Issuer) that a person to whom an eligible offer has been made to 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 the Schedule have not been met.

13-1154

6. The Issuer and any associated body corporate of the Issuer does not have to comply with subsection 911A(1) for the provision of the following financial services:
 - (a) general advice reasonably given in connection with an offer referred to in paragraph 4 and 5 of this instrument including any general advice given in the offer document; or
 - (b) dealing in a financial product in connection with an eligible offer covered by the exemption in paragraphs 4 and 5 of this instrument.
7. The Issuer and any associated body corporate of the Issuer does not have to comply with section 992A in relation to an eligible offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Where this instrument applies

8. This instrument applies where:
 - (a) more than 50% of the shares of the Issuer are held by RE plc and RE NV together;
 - (b) the Issuer has established the Plan for itself and its associated bodies corporate;
 - (c) the Issuer may offer Awards to eligible employees under the terms of the Plan; and
 - (d) Awards may only be issued under the terms of the Plan for no consideration.

Conditions

9. The Issuer can only rely on the exemptions in this instrument where the Issuer complies with the following conditions:
 - (a) the Issuer must ensure that the eligible offer is substantially on the terms set out in the Plan;
 - (b) when making the eligible offer the Issuer must:
 - (i) include that offer in an offer document;
 - (ii) take reasonable steps to ensure that any eligible employee to whom the eligible offer is made is given a copy of the offer document; and
 - (iii) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee.

13-1154

10. The Issuer must cause an associated body corporate which has a registered office in this jurisdiction to comply with any undertaking required to be made in an Offer Document by reason of this instrument.
11. Except as may be required by the laws of England and Wales, the Issuer must not modify or vary the Rules of any Plan in any material respect which would adversely affect the rights and interests of an eligible employee unless it notifies ASIC and ASIC notifies the Issuer in writing that it does not object to the modification or variation.
12. The Issuer must take all reasonable steps to ensure that each Plan at all times complies with the laws of England and Wales.

Note: where a document must be provided in writing it may be provided by electronic means. See s5C of the Act and section 25 of the Acts Interpretation Act 1901.

Interpretation

In this instrument:

13. Except where otherwise stated, references to provisions are to provisions of the Act.
14. The employee incentive scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the employee incentive scheme in favour of their nominee.
15. ***associated body corporate*** means:
 - (a) a body corporate that is a related body corporate of the Issuer, RE plc or RE NV;
 - (b) a body corporate that has voting power in the Issuer of not less than 20%;
 - (c) a body corporate in which the Issuer, RE plc or RE NV has voting power of not less than 20%.
16. ***Australian dollar equivalent*** in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates.
17. ***Award*** means either of an RSP Award or an ESOS Option.
18. ***current market price*** means in relation to a Share, the price published on the London Stock Exchange as the final price for the previous day on which the Share was traded on the London Stock Exchange.
19. ***eligible employee*** means a person who is, at the time of an Offer, a full or part-time employee or director of the Issuer or of an associated body corporate of the Issuer.

13-1154

20. **eligible offer** means an ESOS Offer or an RSP Offer.
21. **ESOS** means the employee incentive scheme extended only to eligible employees that is known at the date of this instrument as the Reed Elsevier Share Option Scheme.
22. **ESOS Offer** means an offer of an ESOS Option where each ESOS Option is offered for not more than nominal consideration.
23. **ESOS Option** means a right to receive, on exercise, a cash payment or a number of Shares determined in accordance with the ESOS Rules provided that the vesting conditions have been satisfied.
24. **ESOS Rules** means the written terms of the ESOS that are substantially the same as the terms set out in the 'Rules of the Reed Elsevier Group plc Executive Share Option Scheme 2013' provided to ASIC on or about 30 July 2013.
25. **financial product advice** has the meaning given by section 766B.
26. **general advice** has the meaning given by section 766B.
27. **Issuer** means Reed Elsevier Group plc, a company registered under the laws of England and Wales.
28. **offer** has a meaning affected by sections 700, 702 and 1010C.
29. **offer document** means a document setting out an Offer under a Plan that:
- (a) includes or is accompanied by a copy, or a summary, of the relevant Plan Rules;
 - (b) if a summary (rather than a copy) of the Rules of the Plan is given — includes an undertaking that during the period (the **offer period**) in which an eligible employee may exercise the ESOS Options or the RSP Awards (as applicable), a related body corporate of the Issuer which has a registered office in this jurisdiction will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules;
 - (c) in respect of an ESOS Offer, specifies:
 - (i) how the cash consideration payable under the ESOS Option will be calculated;
 - (ii) the vesting date and vesting conditions of the ESOS Option;
 - (iii) the conditions of exercise of the ESOS Option; and
 - (iv) the acquisition price, if any, in Australian dollars and either:

13-1154

- (A) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the ESOS Offer; or
 - (B) 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 that formula applied at the date of the ESOS Offer; and
 - (d) in respect of a RSP Offer, specifies either:
 - (i) how the cash consideration payable under RSP Award will be calculated
 - (ii) the vesting date and vesting conditions of the RSP Award: and
 - (iii) the acquisition price, if any, in Australian dollars and either:
 - (A) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price were that formula applied at the date of the RSP Offer; or
 - (B) where the acquisition price is to be worked out in the future under a formula, the Australian dollar price or Australian dollar equivalent of that price were that formula applied at the date of RSP Offer; and
 - (e) includes an undertaking, and an explanation of the way in which, an associated body corporate of the Issuer which has a registered office in this jurisdiction will, during the offer period, 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 Shares in the same class as those to which the Award relates; and
 - (ii) where subparagraph (c)(iv)(A), (c)(iv)(B), (d)(iii)(A) or (d)(iii)(B) applies, the information referred to in that paragraph as updated to that date.
- 30. **Plan** means any of:
 - (a) the ESOS; and
 - (b) the RSP.
- 31. **related body corporate** has the meaning given by section 50 of the Act.

13-1154

32. **RE NV** means Reed Elsevier NV, a company registered under the laws of the Netherlands and having its ordinary shares quoted on the Amsterdam Stock Exchange.
33. **RE plc** means Reed Elsevier plc, a company registered under the laws of England and Wales and having its ordinary shares quoted on the London Stock Exchange.
34. **RSP** means the employee incentive scheme extended only to eligible employees that is known at the date of this instrument as the Reed Elsevier Retention Share Plan.
35. **RSP Award** means a right to receive, on vesting, a cash payment or a number of Shares determined in accordance with the RSP Rules provided that the vesting conditions have been satisfied.
36. **RSP Offer** means an offer of an RSP Award where each RSP Award is offered for no more than nominal consideration.
37. **RSP Rules** means the written terms of the RSP that are substantially the same as the terms set out in the 'Rules of the Reed Elsevier Group plc Retention Share Plan' provided to ASIC on or about 30 July 2013.
38. **Rules** means:
- (a) in respect of the RSP, the RSP Rules; and
 - (b) in respect of the ESOS, the ESOS Rules.
39. **Share** means an ordinary share in RE plc or an ordinary share in RE NV.

Dated the 17th of September 2013



Signed by Lorraine Mizzi, as a delegate of the
Australian Securities and Investments Commission

13-1156

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001(the Act)*, the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 5C of the Act applies to the person specified in the Schedule as if the provisions of that Chapter as modified or varied by ASIC Class Order [CO 05/26] were modified or varied as follows:

1. after subsection 601GAB(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the issue price is taken to comply with subsection (2) for interests in a class of interests that are not quoted on a financial market if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

2. after subsection 601GAC(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the withdrawal amount is taken to comply with subsection (2) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

Schedule

Perpetual Investment Management Limited ACN 000 866 535 in its capacity as responsible entity of the Perpetual Smart Beta Emerging Market Equities Fund ARSN 165 606 584.

Dated this 16th day of September 2013



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

13-1159

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001 (Act)*, the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 5C of the Act applies to the person specified in the Schedule as if the provisions of that Chapter as modified or varied by ASIC Class Order [CO 05/26] were modified or varied as follows:

1. after subsection 601GAB(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the issue price is taken to comply with subsection (2) for interests in a class of interests that are not quoted on a financial market if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

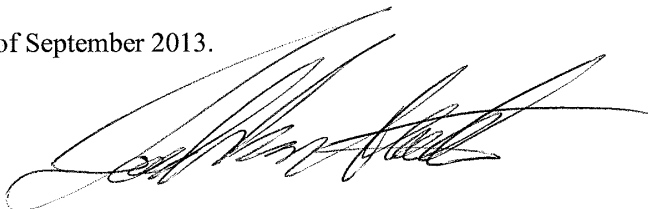
2. after subsection 601GAC(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the withdrawal amount is taken to comply with subsection (2) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

Schedule

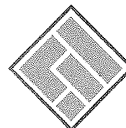
ANTARES CAPITAL PARTNERS LTD ACN 066 081 114 in its capacity as the responsible entity of the Antares Income Fund ARSN 165 643 756.

Dated this 18th day of September 2013.



Signed by Jonathan Hatch
as a delegate of the Australian Securities and Investments Commission

13-1160



ASIC

Australian Securities & Investments Commission

**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 [13-1160]

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 Offer; or
 - (b) offers to arrange for the issue of financial products under an Offer; or
 - (c) issues a financial product under an Offer,on the conditions set out in this instrument and for so long as the conditions are met.
5. A financial product that is the subject of an Offer does not have to comply with Part 7.9 where:
 - (a) a recommendation is made (by a person other than the Issuer or a related body corporate of the Issuer) that a person to whom an Offer has been made to 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 the Schedule have not been met.

13-1160

6. The Issuer and any associated body corporate of the Issuer does not have to comply with subsection 911A(1) for the provision of the following financial services:
 - (a) general advice reasonably given in connection with an Offer including any general advice given in the Offer Document; or
 - (b) dealing in a financial product in connection with an Offer.
7. The Issuer and any associated body corporate of the Issuer does not have to comply with section 992A in relation to an Offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the Offer.

Where this instrument applies

8. This instrument applies where:
 - (a) more than 50% of the shares of the Issuer are held by RE plc and RE NV together;
 - (b) the Issuer has established the Plan for itself and its associated bodies corporate;
 - (c) the Issuer may offer Awards to eligible employees under the terms of the Plan; and
 - (d) Awards may only be issued under the terms of the Plan for no consideration.

Conditions

9. The Issuer can only rely on the exemptions in this instrument where the Issuer complies with the following conditions:
 - (a) the Issuer must ensure that the Offer is substantially on the terms set out in the Plan;
 - (b) when making the Offer the Issuer must:
 - (i) include that Offer in an Offer Document;
 - (ii) take reasonable steps to ensure that any eligible employee to whom the Offer is made is given a copy of the Offer Document; and
 - (iii) provide to ASIC a copy of the Offer Document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee.

13-1160

10. The Issuer must cause an associated body corporate which has a registered office in this jurisdiction to comply with any undertaking required to be made in an Offer Document by reason of this instrument.
11. Except as may be required by the laws of England and Wales, the Issuer must not modify or vary the Rules of any Plan in any material respect which would adversely affect the rights and interests of an eligible employee unless it notifies ASIC and ASIC notifies the Issuer in writing that it does not object to the modification or variation.
12. The Issuer must take all reasonable steps to ensure that each Plan at all times complies with the laws of England and Wales.

Note: where a document must be provided in writing it may be provided by electronic means. See s5C of the Act and section 25 of the Acts Interpretation Act 1901.

Interpretation

In this instrument:

13. Except where otherwise stated, references to provisions are to provisions of the Act.
14. The employee incentive scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the employee incentive scheme in favour of their nominee.
15. ***associated body corporate*** means:
 - (a) a body corporate that is a related body corporate of the Issuer, RE plc or RE NV;
 - (b) a body corporate that has voting power in the Issuer of not less than 20%;
 - (c) a body corporate in which the Issuer, RE plc or RE NV has voting power of not less than 20%.
16. ***Australian dollar equivalent*** in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates.
17. ***Award*** means any of a Performance Share Option and a Performance Share Award.
18. ***current market price*** means in relation to a Share, the price published on the London Stock Exchange as the final price for the previous day on which the Share was traded on the London Stock Exchange.

13-1160

19. **eligible employee** means a person who is, at the time of an Offer, a full or part-time employee or director of the Issuer or of an associated body corporate of the Issuer.
20. **financial product advice** has the meaning given by section 766B.
21. **general advice** has the meaning given by section 766B.
22. **Issuer** means Reed Elsevier Group plc, a company registered under the laws of England and Wales.
23. **LTIP** means the employee incentive scheme extended only to eligible employees that is known at the date of this instrument as the Reed Elsevier Long-Term Incentive Plan 2013.
24. **LTIP Rules** means the written terms of the LTIP that are substantially the same as the terms set out in the 'Rules of the Reed Elsevier Group plc Long-Term Incentive Plan 2013' provided to ASIC on or about 30 July 2013.
25. **offer** has a meaning affected by sections 700, 702 and 1010C.
26. **Offer** means a Performance Share Award Offer of a Performance Share Option Offer.
27. **Offer Document** means a document setting out an Offer under a Plan that:
 - (a) includes or is accompanied by a copy, or a summary, of the relevant Plan Rules;
 - (b) if a summary (rather than a copy) of the Rules of the Plan is given — includes an undertaking that during the period (the **offer period**) in which an eligible employee may exercise the Performance Share Options or acquire Shares under the Performance Share Award (as applicable), a related body corporate of the Issuer which has a registered office in this jurisdiction will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules;
 - (c) in respect of a Performance Share Option Offer, specifies:
 - (i) how the cash consideration payable under the Performance Share Option will be calculated;
 - (ii) the vesting date and vesting conditions of the Performance Share Option;
 - (iii) the conditions of exercise of the Performance Share Option; and
 - (iv) the acquisition price, if any, in Australian dollars and either:

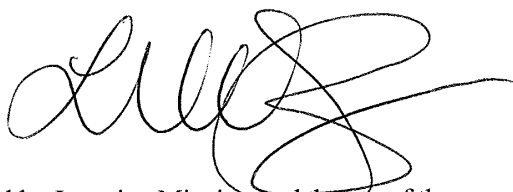
13-1160

- (A) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the Performance Share Option Offer; or
 - (B) where the acquisition price is to be worked out in the future under the Performance Share Option Formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the Performance Share Option Offer; and
 - (d) in respect of a Performance Share Award Offer, specifies:
 - (i) the vesting date and vesting conditions of that plan; and
 - (ii) the acquisition price, if any, in Australian dollars and:
 - (A) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the Performance Share Award Offer (as applicable); or
 - (B) where the acquisition price is to be worked out in the future under a formula set out in the LTIP Rules, the Australian dollar price or Australian dollar equivalent of that price were that formula applied at the date of the Performance Share Award Offer (as applicable); and
 - (e) includes an undertaking, and an explanation of the way in which, an associated body corporate of the Issuer which has a registered office in this jurisdiction will, during the offer period, 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 Shares in the same class as those to which the Award relates; and
 - (ii) where subparagraph (c)(iv)(A), (c)(iv)(B), (d)(ii)(A) or (d)(ii)(A) or (B) applies, the information referred to in that paragraph as updated to that date.
28. **Performance Share Award** means a right to receive, on vesting, a cash payment or a number of Shares determined in accordance with the LTIP Rules provided that any vesting conditions have been satisfied.
29. **Performance Share Award Offer** means an offer of a Performance Share Award where each Performance Share Award is offered for no more than nominal consideration.

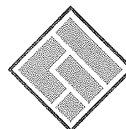
13-1160

30. **Performance Share Option** means a right to receive, on exercise, a cash payment or a number of shares determined in accordance with the LTIP Rules provided that any vesting conditions have been satisfied.
31. **Performance Share Option Offer** means an offer of a Performance Share Option where each Performance Share Option is offered for no more than nominal consideration.
32. **Performance Share Option Formula** means the formula set out in the LTIP Rules under which an employee's Performance Share Option entitlement is calculated.
33. **Plan** means the LTIP.
34. **RE NV** means Reed Elsevier NV, a company registered under the laws of the Netherlands.
35. **RE plc** means Reed Elsevier plc, a company registered under the laws of England and Wales
36. **related body corporate** has the meaning given by section 50 of the Act.
37. **Rules** means the LTIP Rules.
38. **Share** means an ordinary share in RE plc, or an ordinary share in RE NV.

Dated the 17th of September 2013



Signed by Lorraine Mizzi, as a delegate of the
Australian Securities and Investments Commission



13-1161

ASIC

Australian Securities & Investments Commission

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

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 [13-1161]

Commencement

3. This instrument commences on gazettal.

Variation

4. ASIC varies ASIC Instrument [10-0735] dated 12 August 2010 as follows:
 - (a) in the definition of '*Performance Share Award*' in the Interpretation section, replacing the words '*Shares in accordance with the LTIP Rules*' with the words '*a cash payment or a number of Shares determined in accordance with the LTIP Rules provided that any vesting conditions have been satisfied*';
 - (b) in the definition of '*Matching Share Award*' in the Interpretation section, replacing the words '*Shares in accordance with the BIP Rules*' with the words '*a cash payment or a number of Shares determined in accordance with the BIP Rules provided that any vesting conditions have been satisfied*';
 - (c) in the definition of '*Issuer*' in the Interpretation section, replace the existing definition with the words:

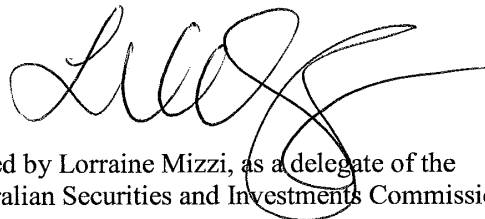
'Issuer means:

 - a) *Reed Elsevier Group plc, a company registered under the laws of England and Wales (REG plc);*

13-1161

- b) *Reed Elsevier plc, a company registered under the laws of England and Wales (RE plc);*
- c) *Reed Elsevier NV, a company registered under the laws of the Netherlands (RE NV);*
- d) *a body corporate that is a related body corporate of REG plc, RE plc or RE NV;*
- e) *a body corporate that has voting power in REG plc of not less than 20%;*
- f) *a body corporate in which REG plc, RE plc or RE NV has voting power of not less than 20%.'*

Dated the 17th of September 2013



Signed by Lorraine Mizzi, as a delegate of the
Australian Securities and Investments Commission

13-1162

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

Under paragraph 601QA(1)(b) of the *Corporations Act 2001 (the Act)*, the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the person specified in the Schedule as if the provisions of that Chapter as modified or varied by ASIC Class Order [CO 05/26] *Constitutional provisions about the consideration to acquire interests* were modified or varied as follows:

1. after subsection 601GAB(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the issue price is taken to comply with subsection (2) for interests in a class of interests that are not quoted on a financial market if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

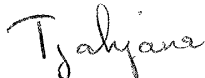
2. after subsection 601GAC(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the withdrawal amount is taken to comply with subsection (2) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

Schedule

AMP Capital Funds Management Limited ACN 159 557 721 in its capacity as the responsible entity of the AMP Capital Australian Equity Income Fund ARSN 165 631 818.

Dated this 17th day of September 2013



Signed by Dea Tjahjana
as a delegate of the Australian Securities and Investments Commission

13-1164

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

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 13-1164.

Commencement

3. This instrument commences on 17 September 2013.

Revocation

4. ASIC instrument 13-1142 is revoked.

Declaration

5. Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to Abbey Beach Resort Management Limited ACN 062 409 349 (*Licensee*) as the responsible entity for Abbey Beach Resort Syndicate ARSN 093 290 405 (*Service Strata Scheme*) as if notional section 912AA of the Act were modified or varied by, in subsection (11), in the definition of *special custody assets*, after paragraph (g) (second occurring) inserting:

“(i) a debt facility provided by the financial services licensee to a related body corporate to acquire interests in real property.”

Note: Subsection 912AA(11) of the Act is inserted by ASIC Class Order [CO 13/760] *Financial requirements for responsible entities and operators of investor directed portfolio services*.

Where this instrument applies

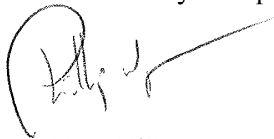
6. This instrument applies where:
 - (a) the Licensee holds the special custody asset in its capacity as the responsible entity of the Service Strata Scheme; and
 - (b) the Licensee holds the special custody asset to give effect to the purchase by Abbey Beach Resort Owners Limited ACN 062 409 321 of a property located at 601 Bussell Highway, Busselton, Western

2

13-1164

Australia 6280 in circumstances outlined in the Licensee's application for relief lodged with ASIC on 1 May 2013.

Dated this 17th day of September 2013



Signed by Phillip Nguyen
as a delegate of the Australian Securities and Investments Commission.

13 - 1165

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

PART 9.4AA OF THE CORPORATIONS ACT
INFRINGEMENT NOTICE

To: ZYL Limited
Level 4
15 Ogilvie Road
MOUNT PLEASANT WA 6153

TAKE NOTICE: The Australian Securities and Investments Commission (ASIC) hereby issues an Infringement Notice to ZYL Limited ACN 008 720 223 (ZYL) pursuant to s1317DAC(1) of the *Corporations Act 2001* (the Act).

This Infringement Notice requires ZYL to pay a penalty to ASIC, on behalf of the Commonwealth, in the sum of \$33,000 (the Penalty).

This Infringement Notice is issued on 12 August 2013.

DETAILS OF THE ALLEGED CONTRAVENTION**The Facts**

ZYL is an emerging anthracite producer listed on ASX Limited (ASX).

On 20 September 2011, ZYL announced that it had entered into an agreement to acquire an interest in the Mbila Anthracite Project (the Mbila Project) in South Africa. In 2012, the Mbila Project was a key asset of ZYL for its business plan.

The Beaufort and Ecca seams contain the only economically mineable coal seam reserves associated with the Mbila Project. A feasibility study conducted by Badger Mining & Consulting (BMC) in 2008 upon part of the Mbila Project area, referred to as the Badger Study Area, indicated that the proven reserves for the Ecca and Beaufort seams were 4,850,000 tonnes and 2,829,000 tonnes respectively.

On 7 March 2012, ZYL announced proven reserves for the Ecca and Beaufort seams were 10,026,200 mineable in situ tonnes.

On 5 November 2012, ZYL made an announcement to ASX entitled 'Mbila Bankable Feasibility Study Interim Update' containing the following statements:

- Detailed technical studies undertaken by RSV Enco as part of the BFS have highlighted a lower than expected conversion from Resources to Reserves within the Badger Study Area (the implication being that reduced Reserves leads to a shorter mine life) while simultaneously confirming a larger Resource base within the area known as the Mbila Project Area ...

2

13 - 1165

- A technical mining workshop will be conducted this week to examine detailed mine scheduling and its impact on Reserves contained within the Badger Study Area.

The 'Mbila mining ratification workshop' was held on 8 November 2012. One of the workshop objectives was to reach consensus of what the final reserve status of the project is. The workshop confirmed a lower than expected conversion from Resources to Reserves within the Badger Study Area.

On 14 November 2012, the Chief Executive Officer, the Chief Operating Officer and an Executive Director were provided with a paper titled 'Mbila Anthracite Mine Then & Now' (the Report) which compared the proven reserves as shown in the BMC 2008 report with the current November 2012 figures. In the 'BMC 2008' table, the Report stated that the proven reserve for the Eccla seam was 4,850,000 ROM tonnes and for the Beaufort seam was 2,829,000 ROM tons. In the 'Current' table, the Report stated that the current proven reserve for the Eccla seam was 1,393,000 ROM tons and for the Beaufort seam was 0 ROM tons.

By reason of the above, by 3.40 pm on 14 November 2012 ZYL was aware of the following information about the proven reserves of anthracite in the Mbila Project:

- The 'Mbila mining ratification workshop' held on 8 November 2012 confirmed a lower than expected conversion from Resources to Reserves within the Badger Study Area.
- The proven reserves of anthracite in the Beaufort and Eccla seams of the Mbila Project were 1,393,000 tonnes and not 7,679,000 as indicated by Badger Mining & Consulting,

(the Information).

ZYL notified part of the Information to ASX at 10.23 am on 4 January 2013 in an announcement entitled "Company Update" which stated:

A technical mining workshop was subsequently conducted and it confirmed the Company's concern as disclosed in the announcement on 5 November 2012.

At 7.47 am on 24 June 2013, ZYL announced that it was no longer proceeding with the acquisition of the Mbila Project.

The Contravention

This Infringement Notice has been issued because ASIC has reasonable grounds to believe that ZYL contravened s674(2) of the Act in the period between 3:40 pm on 14 November 2012 and 7.47 am on 24 June 2013 in that:

- (a) ZYL is an entity to which s674(2) of the Act applies.
- (b) By 3.40 pm on 14 November 2012, ZYL was aware of the Information.
- (c) The Information was information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of

securities of ZYL because information that the proven reserves of a mine were significantly below previously stated figures is information which would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of ZYL shares.

- (d) ASX Listing Rule 3.1 required ZYL to tell ASX of the Information from 3.40 pm on 14 November 2012.
- (e) ASX Listing Rule 3.1A (the exception to ASX Listing Rule 3.1) did not apply to the Information because:
 - (i) a reasonable person would have expected the Information to be disclosed to ASX;
 - (ii) the Information was not confidential; and
 - (iii) none of the matters listed in Listing Rule 3.1.A3 applied to the Information.
- (f) Between 3.40 pm on 14 November 2012 and 7.47 am on 24 June 2013 when ASX released ZYL's announcement that it was no longer proceeding with the acquisition of the Mbila Project, the entirety of the Information was not generally available.

Compliance with the Infringement Notice

ZYL may choose to comply with this Infringement Notice by paying the Penalty within the compliance period.

The compliance period for this Infringement Notice begins on 13 August 2013 and expires on 10 September 2013: s1317DAH(1) of the Act. ASIC may extend the compliance period for this Infringement Notice once, by up to 28 days: s1317DAH(3) of the Act. If this occurs ASIC will notify ZYL in writing.

Effect of issue and compliance with the Infringement Notice

The issue of this Infringement Notice, and subsequent compliance with it, is not an admission of liability by ZYL and cannot be regarded as a finding that ZYL has contravened s674(2) of the Act for any other purpose: s1317DAF(4) of the Act.

ASIC cannot take civil or criminal proceedings against ZYL for the alleged contravention specified in this Infringement Notice, either during the compliance period or after the Infringement Notice is complied with: s1317DAF(5) of the Act. However, certain proceedings may be commenced or continued against ZYL by third parties or by ASIC on behalf of third parties: s1317DAF(6) of the Act.

Effect of failure to comply with the Infringement Notice

ASIC cannot enforce compliance with this Infringement Notice: s1317DAF of the Act. However, if this Infringement Notice is not withdrawn in accordance with s1317DAI of the Act, it is open to ASIC to take the following action against ZYL:

- (a) ASIC may begin civil penalty proceedings against the entity under Part 9.4B of the Act seeking a declaration that ZYL breached the provision specified in this Infringement Notice and a pecuniary penalty order. The size of the pecuniary penalty is not limited to the amount specified in the Infringement Notice. The Court may under Part 9.4B impose a maximum penalty in relation to the alleged contravention of up to \$1 million;
- (b) ASIC may (if applicable) begin proceedings under s1324B of the Act seeking an order that specified information be disclosed in the manner required by this Infringement Notice;
- (c) ASIC may (if applicable) make an order under s91 of the *Australian Securities and Investments Commission Act* (the ASIC Act) for recovery of expenses of its investigation into the breach specified in this Infringement Notice. ASIC can also bring proceedings to enforce that order; and
- (d) ASIC can make a determination under ss708A(2), 713(6), 1012DA(2) or 1013FA(3) of the Act, or accept an enforceable undertaking under s93AA of the ASIC Act and bring proceedings to enforce the undertaking: s1317DAG of the Act.

Certain other proceedings may also be commenced or continued against ZYL by third parties or by ASIC on behalf of third parties: s1317DAG(4) of the Act.

Withdrawal of infringement notice

ASIC may withdraw this Infringement Notice at any time prior to compliance if it considers it appropriate to do so. If this Infringement Notice is withdrawn, any enforcement action may be taken by ASIC against ZYL, including:

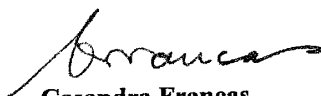
- (a) civil proceedings under Part 9.4B of the Act;
- (b) a prosecution for an offence based on the provision specified in the notice.

ZYL may seek the withdrawal of this Infringement Notice by making a written representation to ASIC: s1317DAI(1) of the Act. Material provided to ASIC in such a representation is not admissible in evidence in proceedings against ZYL or a representative of the company: s1317DAI(2) of the Act.

Publication

If ZYL complies with this Infringement Notice ASIC may publish details of ZYL's compliance in the manner set out in s1317DAJ(2) or (3) of the Act: s1317DAJ(1) of the Act.

The provisions contained in Part 9.4AA of the Act are attached hereto as Annexure 1.



Casandra Francas

Delegate

Australian Securities and Investments Commission

ANNEXURE 1

13 - 1165

**Part 9.4AA—Infringement notices for alleged
contraventions of continuous disclosure provisions****1317DAA Definitions**

(1) In this Part:

compensation proceedings means:

- (a) proceedings under section 1317HA; and
- (b) proceedings under section 12GF of the ASIC Act in relation to a contravention of section 12DA of that Act; and
- (c) any other proceedings by a person for compensation for loss or damage suffered by the person.

compliance period for an infringement notice has the meaning affected by section 1317DAH.*contravention proceedings* means proceedings under section 1101B by a person referred to in paragraph 1101B(1)(b) or (d).*enforcement proceedings* means proceedings under section 793C by a person referred to in paragraph 793C(1)(b), (c) or (d).*infringement notice* means an infringement notice issued under section 1317DAC.*penalty and disclosure proceedings* means the proceedings referred to in column 3 of the table in subsection 1317DAG(2).*public interest proceedings* means proceedings under section 50 of the ASIC Act.

- (2) For the purposes of applying this Part to a disclosing entity that is an undertaking to which interests in a registered scheme relate:
 - (a) references to the disclosing entity are taken to be references to the responsible entity for the registered scheme; and
 - (b) references to a financial report for a financial year being lodged by a disclosing entity are taken to be references to such a report being lodged by the responsible entity in relation to the scheme; and
 - (c) references to securities of a disclosing entity are taken to be references to interests in the registered scheme; and
 - (d) references to a disclosing entity being convicted of an offence based on subsection 674(2) or 675(2) are taken to be references to the responsible entity being convicted of such an offence in relation to the registered scheme; and
 - (e) references to a civil penalty order under Part 9.4B being made against a disclosing entity in relation to a contravention of subsection 674(2) or 675(2) are taken to be references to such an order being made against the responsible entity in relation to the registered scheme; and
 - (f) references to a disclosing entity having breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2) are taken to be

13 - 1165

references to the responsible entity having breached such an undertaking given in relation to the registered scheme.

1317DAB Purpose and effect of this Part

- (1) The purpose of this Part is to provide for the issue of an infringement notice to a disclosing entity for an alleged contravention of subsection 674(2) or 675(2) as an alternative to proceedings for civil penalties under Part 9.4B.
- (2) This Part does not:
 - (a) require an infringement notice to be issued to the disclosing entity for the alleged contravention of subsection 674(2) or 675(2); or
 - (b) affect the liability of the disclosing entity to civil or criminal proceedings in relation to the alleged contravention of subsection 674(2) or 675(2) if:
 - (i) an infringement notice is not issued to the disclosing entity for the alleged contravention; or
 - (ii) an infringement notice issued to the disclosing entity for the alleged contravention is withdrawn under section 1317DAI; or
 - (c) prevent a Court from imposing a higher penalty than the penalty specified in the infringement notice if the disclosing entity does not comply with the infringement notice.

1317DAC Issue of infringement notice*Issue of infringement notice*

- (1) Subject to section 1317DAD, if ASIC has reasonable grounds to believe that a disclosing entity has contravened subsection 674(2) or 675(2), ASIC may issue an infringement notice to the disclosing entity.
- (2) ASIC issues the infringement notice to the disclosing entity by serving it on the disclosing entity.
- (3) ASIC must not issue more than one infringement notice to the disclosing entity for the same alleged contravention of subsection 674(2) or 675(2).

ASIC must have regard to certain matters

- (4) In determining whether to issue an infringement notice to a listed disclosing entity for an alleged contravention of subsection 674(2), ASIC must have regard to:
 - (a) any guidelines issued by the relevant market operator for the listed disclosing entity that relate to the provisions of the listing rules referred to in subsection 674(1); and
 - (b) any other relevant matter.

Infringement notice does not have effect

- (5) The infringement notice does not have any effect if the infringement notice:
 - (a) is issued more than 12 months after the day on which the contravention of subsection 674(2) or 675(2) is alleged to have occurred; or
 - (b) relates to more than one alleged contravention of subsection 674(2) or 675(2) by the disclosing entity.

13 - 1165

1317DAD Statement of reasons must be given*Statement of reasons*

- (1) Before issuing the infringement notice, ASIC must:
 - (a) give the disclosing entity a written statement that sets out ASIC's reasons for believing that the disclosing entity has contravened subsection 674(2) or 675(2); and
 - (b) give a representative of the disclosing entity an opportunity to:
 - (i) appear at a private hearing before ASIC; and
 - (ii) give evidence to ASIC; and
 - (iii) make submissions to ASIC;in relation to the alleged contravention of subsection 674(2) or 675(2).
- (2) If the disclosing entity is a listed disclosing entity, ASIC must consult with the relevant market operator for the disclosing entity before giving the disclosing entity the statement under this subsection.
- (3) ASIC does not need to consult the relevant market operator under subsection (2) if:
 - (a) the disclosing entity is the relevant market operator; or
 - (b) the disclosing entity conducts a business in competition with a business conducted by the relevant market operator.

Limit on the use of evidence or information given to ASIC

- (4) Evidence or information that a representative of the disclosing entity gives ASIC under paragraph (1)(b) in relation to the alleged contravention of subsection 674(2) or 675(2) is:
 - (a) not admissible in evidence against the disclosing entity in any proceedings; and
 - (b) not admissible in evidence against a representative of the disclosing entity in any proceedings (other than proceedings for an offence based on the evidence or information given being false or misleading).

1317DAE Matters to be included in infringement notice

- (1) The infringement notice:
 - (a) must state the day on which it is issued; and
 - (b) must state the name and address of the disclosing entity to whom it is issued; and
 - (c) must state that it is being issued by ASIC; and
 - (d) must state that ASIC may publish details of the disclosing entity's compliance with the infringement notice under section 1317DAJ if the disclosing entity complies with the notice; and
 - (e) must give details of the alleged contravention by the disclosing entity, including:
 - (i) the date of the alleged contravention; and
 - (ii) the particular provision that was contravened; and
 - (f) must state the maximum pecuniary penalty that a Court could impose under Part 9.4B in relation to the alleged contravention; and
 - (g) must specify the penalty that is payable in relation to the alleged contravention; and

13 - 1165

- (h) must state that the penalty is payable to ASIC on behalf of the Commonwealth; and
 - (i) if it is alleged that the disclosing entity contravened subsection 674(2)—may specify information that the disclosing entity must notify to the relevant market operator in accordance with the provisions of the listing rules referred to in subsection 674(1); and
 - (j) if it is alleged that the disclosing entity contravened subsection 675(2)—may require the disclosing entity to lodge a document with ASIC that contains specified information; and
 - (k) must explain the effect of sections 1317DAF, 1317DAG and 1317DAH; and
 - (l) must state that the disclosing entity may make written representations to ASIC seeking the withdrawal of the infringement notice; and
 - (m) must contain any other matters that are prescribed in the regulations.
- (2) Subject to subsection (3), the penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 674(2) is:
- (a) \$100,000 if the disclosing entity is a Tier 1 entity; or
 - (b) \$66,000 if the disclosing entity is a Tier 2 entity; or
 - (c) \$33,000 if the disclosing entity is a Tier 3 entity.
- (3) The penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 674(2) is:
- (a) \$100,000 if the disclosing entity is a Tier 2 entity; or
 - (b) \$66,000 if the disclosing entity is a Tier 3 entity;
- if:
- (c) the disclosing entity has at any time been convicted of an offence based on subsection 674(2) or 675(2); or
 - (d) a civil penalty order under Part 9.4B has at any time been made against the disclosing entity in relation to a contravention of subsection 674(2) or 675(2); or
 - (e) the disclosing entity has at any time breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2).
- (4) Subject to subsection (5), the penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 675(2) is \$33,000.
- (5) The penalty specified in the infringement notice under paragraph (1)(g) for an alleged contravention of subsection 675(2) is \$66,000 if:
- (a) the disclosing entity has at any time been convicted of an offence based on subsection 674(2) or 675(2); or
 - (b) a civil penalty order under Part 9.4B has at any time been made against the disclosing entity in relation to a contravention of subsection 674(2) or 675(2); or
 - (c) the disclosing entity has at any time breached an enforceable undertaking given to ASIC under section 93AA of the ASIC Act in relation to the requirements of subsection 674(2) or 675(2).
- (6) For the purposes of this section:
- (a) a disclosing entity is:
 - (i) a **Tier 1 entity** if its market capitalisation on the relevant day exceeds \$1,000 million; and

13 - 1165

- (ii) a *Tier 2 entity* if its market capitalisation on the relevant day exceeds \$100 million but does not exceed \$1,000 million; and
 - (iii) a *Tier 3 entity* if its market capitalisation on the relevant day does not exceed \$100 million or it is not possible to work out its market capitalisation on the relevant day because it has not lodged a financial report with ASIC before the relevant day; and
 - (b) the *relevant day* for an infringement notice is the last day of the financial year in relation to which the latest financial report by the disclosing entity has been lodged with ASIC before the infringement notice is issued.
- (7) This is how to work out a disclosing entity's *market capitalisation* on the relevant day:
- (a) for each class of security of the disclosing entity that is a quoted security:
 - (i) work out the closing price, on the relevant day, for securities in that class on the prescribed financial market on which the securities are quoted; and
 - (ii) multiply that price by the number of securities in that class on issue on the relevant day (as shown in the financial report lodged with ASIC for the period that ends on the relevant day); and
 - (b) add up the amounts obtained under paragraph (a); the result is the disclosing entity's market capitalisation on the relevant day.
- Disregard quoted securities of the disclosing entity that are options.

1317DAF Effect of issue and compliance with infringement notice

Circumstances in which this section applies

- (1) This section applies if subsection (2) or (3) is satisfied.
- (2) This subsection is satisfied if:
 - (a) the compliance period for the infringement notice has not ended; and
 - (b) the infringement notice is not withdrawn under section 1317DAI; and
 - (c) subsection (3) has not been satisfied.
- (3) This subsection is satisfied if, within the compliance period for the infringement notice, the disclosing entity:
 - (a) pays the penalty specified in the infringement notice; and
 - (b) either:
 - (i) if it is alleged in the infringement notice that the disclosing entity contravened subsection 674(2)—notifies the relevant market operator, in accordance with the provisions of the listing rules referred to in subsection 674(1), of any information specified in the infringement notice; or
 - (ii) if it is alleged in the infringement notice that the disclosing entity contravened subsection 675(2)—lodges any required document with ASIC that contains the information specified in the infringement notice.

Note: If this subsection is satisfied, ASIC must not withdraw the infringement notice, see section 1317DAL.

No contravention etc. by the disclosing entity

- (4) The disclosing entity is not, by reason only of subsection (3) being satisfied, regarded as:

13 - 1165

- (a) having contravened the provision specified in the infringement notice; or
- (b) having been convicted of an offence constituted by the same conduct that constituted the alleged contravention of the provision specified in the infringement notice.

No proceedings may be started etc.

- (5) Subject to subsection (6), no proceedings (whether criminal or civil) may be started or continued against the disclosing entity in relation to:
 - (a) the alleged contravention of the provision specified in the infringement notice; or
 - (b) an offence constituted by the same conduct that constituted the alleged contravention.
- (6) Subsection (5) does not apply to the following proceedings:
 - (a) compensation proceedings, contravention proceedings, enforcement proceedings and public interest proceedings that relate to the alleged contravention of the provision specified in the infringement notice;
 - (b) proceedings to enforce the following orders of a Court:
 - (i) an order made in relation to proceedings referred to in paragraph (a);
 - (ii) an order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings;
 - (c) any other proceedings in respect of a breach of an order referred to in paragraph (b);
 - (d) an appeal to a Court against the following decisions or orders of a Court:
 - (i) a decision or order made in relation to proceedings referred to in paragraph (a);
 - (ii) a decision or order made under subsection 1335(2) in relation to the proceedings referred to in paragraph (a) other than public interest proceedings.
- (7) To avoid doubt, subsection (5) does not prevent ASIC from:
 - (a) making an order under section 91 of the ASIC Act; or
 - (b) bringing proceedings to enforce the order.

1317DAG Effect of failure to comply with infringement notice

Circumstances in which this section applies

- (1) This section applies if an infringement notice issued to a disclosing entity is not withdrawn under section 1317DAI.

Effect of failure to comply with infringement notice

- (2) If the disclosing entity fails to do a thing specified in column 2 of the following table within the compliance period for the infringement notice, the disclosing entity is liable to the proceedings specified in column 3 of the following table:

13 - 1165

Effect of failure to comply with infringement notice		
Column 1	Column 2	Column 3
Item	If the disclosing entity fails to:	the disclosing entity is liable to:
1	pay the penalty specified in the infringement notice	proceedings under Part 9.4B for: (a) a declaration of contravention; and (b) a pecuniary penalty order; in relation to the alleged contravention of the provision specified in the infringement notice.
2	notify the relevant market operator, in accordance with the provisions of the listing rules referred to in subsection 674(1), of any information specified in the infringement notice if it is alleged in the infringement notice that the disclosing entity contravened subsection 674(2)	proceedings for an order under section 1324B in relation to the alleged contravention of the provision specified in the infringement notice.
3	lodge any required document with ASIC that contains the information specified in the infringement notice if it is alleged in the infringement notice that the disclosing entity contravened subsection 675(2)	proceedings for an order under section 1324B in relation to the alleged contravention of the provision specified in the infringement notice.

No other proceedings may be started etc.

- (3) Subject to subsection (4), no other proceedings (whether criminal or civil) may be started or continued against the disclosing entity in relation to:
- (a) the alleged contravention of the provision specified in the infringement notice; or
 - (b) an offence constituted by the same conduct that constituted the alleged contravention.
- (4) Subsection (3) does not apply to the following proceedings:
- (a) compensation proceedings, contravention proceedings, enforcement proceedings and public interest proceedings that relate to the alleged contravention of the provision specified in the infringement notice;
 - (b) proceedings to enforce the following orders of a Court:
 - (i) an order made in relation to penalty and disclosure proceedings;
 - (ii) an order made in relation to proceedings referred to in paragraph (a);
 - (iii) an order made under subsection 1335(2) in relation to penalty and disclosure proceedings;
 - (iv) an order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings;
 - (c) any other proceedings in respect of a breach of an order referred to in paragraph (b);
 - (d) an appeal to a Court against the following decisions or orders of a Court:

13 - 1165

- (i) a decision or order made in relation to penalty and disclosure proceedings;
 - (ii) a decision or order made in relation to proceedings referred to in paragraph (a);
 - (iii) a decision or order made under subsection 1335(2) in relation to penalty and disclosure proceedings;
 - (iv) a decision or order made under subsection 1335(2) in relation to proceedings referred to in paragraph (a) other than public interest proceedings.
- (5) To avoid doubt, subsection (3) does not prevent ASIC from:
- (a) making a determination under subsection 708AA(3), 708A(2), 713(6), 1012DAA(3), 1012DA(2) or 1013FA(3) of this Act; or
 - (b) making an order under section 91 of the ASIC Act; or
 - (c) accepting an undertaking under section 93AA of the ASIC Act; or
 - (d) bringing proceedings to enforce the determination, order or undertaking.

1317DAH Compliance period for infringement notice

- (1) Subject to this section, the compliance period for an infringement notice is a period of 28 days beginning on the day after the day on which the infringement notice is issued.
- (2) ASIC may extend, by notice in writing, the compliance period for the infringement notice if ASIC is satisfied that it is appropriate to do so.
- (3) Only one extension may be given and the extension must not be for longer than 28 days.
- (4) Notice of the extension must be given to the disclosing entity that was issued with the infringement notice.
- (5) A failure to comply with subsection (4) does not affect the validity of the extension.
- (6) If ASIC extends the compliance period for an infringement notice, a reference in this Act to the compliance period for an infringement notice is taken to be a reference to the compliance period as so extended.

1317DAI Withdrawal of infringement notice

Disclosing entity may seek withdrawal

- (1) If an infringement notice is issued to a disclosing entity, the disclosing entity may make written representations to ASIC seeking the withdrawal of the infringement notice.
- (2) Evidence or information that a representative of the disclosing entity gives ASIC in the course of making representations under subsection (1) is:
 - (a) not admissible in evidence against the disclosing entity in any proceedings; and
 - (b) not admissible in evidence against a representative of the disclosing entity in any proceedings (other than proceedings for an offence based on the evidence or information given being false or misleading).

13 - 1165

Withdrawal

- (3) Subject to subsection (4), ASIC may withdraw the infringement notice (whether or not the disclosing entity has made representations seeking the withdrawal) if ASIC is satisfied that it is appropriate to do so.
- (4) ASIC must not withdraw the infringement notice if subsection 1317DAF(3) is satisfied.

Withdrawal notice

- (5) The withdrawal must be made by notice in writing and must be given to the disclosing entity.
- (6) The withdrawal notice must state:
 - (a) the name and address of the disclosing entity; and
 - (b) the day on which the infringement notice was issued to the disclosing entity; and
 - (c) that the infringement notice is withdrawn; and
 - (d) that civil proceedings under Part 9.4B may be brought against the disclosing entity for a contravention of the provision specified in the infringement notice; and
 - (e) that a prosecution for an offence based on the provision specified in the infringement notice may be brought against the disclosing entity.

Refund of penalty

- (7) If:
 - (a) the disclosing entity pays the penalty specified in the infringement notice; and
 - (b) the infringement notice is withdrawn after the disclosing entity pays the penalty;ASIC must refund to the disclosing entity an amount equal to the amount paid.

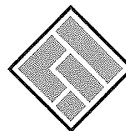
1317DAJ Publication in relation to infringement notices

- (1) If:
 - (a) ASIC issues an infringement notice to a disclosing entity; and
 - (b) subsection 1317DAF(3) (compliance with the infringement notice) is satisfied;ASIC may publish details of the disclosing entity's compliance with the infringement notice under subsection (2) or (3) or under both of those subsections.
- (2) ASIC publishes details of the disclosing entity's compliance with the infringement notice under this subsection if it publishes a copy of the infringement notice in the *Gazette* together with the following statements:
 - (a) a statement that the disclosing entity has complied with the infringement notice;
 - (b) a statement that compliance with the notice is not an admission of guilt or liability;
 - (c) a statement that the disclosing entity is not regarded as having contravened the provision specified in the notice.

13 - 1165

- (3) ASIC publishes details of the disclosing entity's compliance with the infringement notice under this subsection if:
- (a) ASIC issues a statement (whether written or oral) about the disclosing entity's compliance with the infringement notice; and
 - (b) the statement is limited to an accurate summary of the infringement notice including:
 - (i) the name of the disclosing entity; and
 - (ii) the amount of the penalty payable under the notice in relation to the alleged contravention; and
 - (iii) the conduct specified in the notice as the conduct in relation to which the infringement notice was issued;together with the following statements:
 - (iv) a statement that the disclosing entity has complied with the infringement notice;
 - (v) a statement that compliance with the notice is not an admission of guilt or liability;
 - (vi) a statement that the relevant disclosing entity is not regarded as having contravened the provision specified in the notice.
- (4) ASIC must not otherwise publish details of:
- (a) an infringement notice; or
 - (b) a disclosing entity's compliance with an infringement notice.
- Failure to comply with this subsection is not an offence.

ZYL Limited has complied with the infringement notice by paying the penalty of \$33,000.00 on 10 September 2013. In accordance with Corporations Act 2001 (Cth) subsections 1317DAJ(2)(b) and (c), ZYL Limited's compliance with the notice is not an admission of guilt or liability and ZYL Limited is not regarded as having contravened Corporations Act 2001 (Cth) subsection 674(2).



13-1166

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

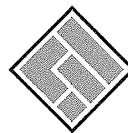
TO: MMADX Pty Limited
ACN: 153 136 193 ("the Licensee")
Level 31, 88 Phillip Street
Sydney NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 415712 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 18th September, 2013.

Signed


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



13-1167

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: EnergyAustralia Power Pty Ltd
ACN: 091 361 518 ("the Licensee")
Level 33, 385 Bourke Street
Melbourne VIC 3000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 273528 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 18 September, 2013.

Signed

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

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

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 twentieth day of September 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme	ARSN
BT GLOBAL MACRO FUND	132 551 181
BT GLOBAL RETURN FUND	097 575 730
IOOF GLOBAL ONE FUND #70	118 940 408
IOOF GLOBAL ONE FUND #71	118 940 364
PERENNIAL AUSTRALIAN LISTED PROPERTY SECURITIES TRUST	118 075 675
PERENNIAL BALANCED TRUST	096 017 257
PERENNIAL CORE AUSTRALIAN SHARE TRUST	130 946 691
PRIVATE INVESTOR FUND 1	106 689 801
RAY WHITE INVEST HOLDING FUND NO 1	119 988 724
RAY WHITE INVEST TRADING FUND NO 1	119 988 439
RETAIL DIRECT PROPERTY 16	096 518 099
RETAIL DIRECT PROPERTY 16 UNIT TRUST	096 517 896
RETAIL DIRECT PROPERTY 17	097 912 279
RETAIL DIRECT PROPERTY 17 UNIT TRUST	097 912 135
RETAIL DIRECT PROPERTY 19 NZ/I	099 937 489
RETAIL DIRECT PROPERTY 8	105 113 077

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 twentieth day of September 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

FRANCIS GROUP CONSULTANTS LIMITED
MITSUI & CO. PRECIOUS METALS, INC.

119 873 880
100 437 590

CORPORATIONS ACT 2001
Subsection 601PA(3)

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

Dated this twentieth day of September 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

DEXUS US CORE FUND	106 321 564
FKP CORE PLUS TRUST	118 324 280
RETAIL DIRECT PROPERTY 10 UNIT TRUST	086 893 816
UBS ABSOLUTE RETURN SERIES 1 FUND (AUD)	124 994 690

CORPORATIONS ACT 2001
Subsection 601CC(4)

ASIC has struck the registered Australian bodies listed below off the register.

Dated this twentieth day of September 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

ALWAYS PEOPLE OVERSEAS COMMUNITY PROJECTS ASSOCIATION
INC

070 095 019

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twentieth day of September 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

ATYPICAL DESIGN LTD.	135 618 085
COGNITO, INC.	089 074 644
GBG AUDIT AND FINANCIAL SERVICES LIMITED	124 475 663
HUNTER CONNECTIONS LIMITED	111 277 671
JAPAN DRILLING CO LTD	060 716 225
OFFICEBROKER.COM LIMITED	136 679 537
PARROT SA	145 675 341

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.

AMP PERSONAL INVESTMENT SERVICES LIMITED ACN 008 630 546 will change to a proprietary company limited by shares. The new name will be AMP PERSONAL INVESTMENT SERVICES PTY LTD ACN 008 630 546.

HILLROSS ALLIANCES LIMITED ACN 096 538 288 will change to a proprietary company limited by shares. The new name will be HILLROSS ALLIANCES PTY LTD ACN 096 538 288.

MONGOLIAN COAL COMPANY LIMITED ACN 152 024 630 will change to a proprietary company limited by shares. The new name will be MONGOLIAN COAL COMPANY PTY LTD ACN 152 024 630.

RED CLOUD PTY LTD ACN 146 861 083 will change to a public company limited by shares. The new name will be RED CLOUD LTD ACN 146 861 083.

W.A. GOULD & ASSOCIATES PTY. ACN 006 445 503 will change to a proprietary company limited by shares. The new name will be W.A. GOULD & ASSOCIATES PTY LTD ACN 006 445 503.

AMERICAN PATRIOT OIL & GAS PTY LTD ACN 154 049 144 will change to a public company limited by shares. The new name will be AMERICAN PATRIOT OIL & GAS LIMITED ACN 154 049 144.

ETERNAL RESOURCES LTD ACN 149 833 072 will change to a proprietary company limited by shares. The new name will be ETERNAL RESOURCES PTY LTD ACN 149 833 072.

BOLD RESOURCES LIMITED ACN 154 283 502 will change to a proprietary company limited by shares. The new name will be BOLD RESOURCES PTY LTD ACN 154 283 502.

INCRIPUS LTD ACN 130 115 285 will change to a proprietary company limited by shares. The new name will be INCRIPUS PTY LTD ACN 130 115 285.

PLATSEARCH AUSTRALIA LIMITED ACN 160 681 283 will change to a proprietary company limited by shares. The new name will be PLATSEARCH AUSTRALIA PTY LTD ACN 160 681 283.

VA AUSTRALIA HOLDINGS PTY LIMITED ACN 124 306 958 will change to a public company limited by shares. The new name will be VA AUSTRALIA HOLDINGS LIMITED ACN 124 306 958.

ASHTON MINING LIMITED ACN 005 466 964 will change to a proprietary company limited by shares. The new name will be ASHTON MINING PTY LTD ACN 005 466 964.

MORNING STAR HOLDINGS (AUSTRALIA) LTD ACN 126 341 384 will change to a proprietary company limited by shares. The new name will be MORNING STAR HOLDINGS (AUSTRALIA) PTY LTD ACN 126 341 384.