



ASIC

Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

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

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14-0827

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 741(1)(b), 911A(2)(l) and 1020F(1)(c) —
Declaration and Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under paragraphs 741(1)(b), 911A(2)(l) and 1020F(1)(c) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Class Order [CO 14/827].

Commencement

3. This instrument commences on the later of:
 - (a) the date it is registered under the *Legislative Instruments Act 2003*; and
 - (b) the date of its gazettal.

Note: An instrument is registered when it is recorded on the Federal Register of Legislative Instruments (*FRLI*) in electronic form: see *Legislative Instruments Act 2003*, section 4 (definition of *register*). The FRLI may be accessed at <http://www.frli.gov.au/>.

Declaration

4. Chapter 6D of the Act applies to all persons as if the following provisions were omitted, modified or varied:
 - (a) at the end of subsection 700(1) insert on a new line:

“In this Chapter, *securities* also includes depository interests.”;
 - (b) after subsection 700(1) insert:

“(1A) In this Chapter:

approved financial market means a financial market operated by:

- (a) ASX Limited;
- (b) Asia Pacific Exchange Limited;
- (c) National Stock Exchange of Australia Limited; or
- (d) SIM Venture Securities Exchange Ltd.

ASX Settlement means ASX Settlement Pty Limited.

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CDN means CHESSE Depository Nominees Pty Limited.

depository interests, in relation to the underlying securities of a foreign company held by CDN in accordance with the operating rules of ASX Settlement, means units of beneficial ownership in the securities that are issued for the purpose of enabling the securities to be recorded and transferred in accordance with the operating rules.

underlying securities, in relation to depository interests, means:

- (a) shares of a foreign company which are, or are proposed to be, admitted to quotation on an approved financial market; or
 - (b) beneficial interests in shares of a foreign company, where the interests or the shares to which the interests relate are, or are proposed to be, admitted to quotation on an approved financial market; or
 - (c) options to acquire, by way of issue, shares of a foreign company, where:
 - (i) the options are, or are proposed to be, admitted to quotation on an approved financial market; and
 - (ii) the shares are in a class of shares that are, or are proposed to be, admitted to quotation on that market.”;
- (c) after section 703A insert:

“703B Application of this Chapter to depository interests

This Chapter applies in the following way to a foreign company and depository interests in relation to the underlying securities of the company:

- (a) the foreign company that issues the underlying securities is taken to be the issuer of the depository interests;
- (b) an offer of depository interests for issue is taken instead to be an offer of the underlying securities for issue by the foreign company;

Note: This paragraph applies to any offers of depository interests for issue including, but not limited to, initial public offers, rights issues, dividend reinvestment plans and bonus plans.

- (c) where paragraph (b) applies and the offer requires disclosure to investors under Part 6D.2, the disclosure document for the offer must explain the difference between holding depository interests and holding the underlying securities;

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- (d) for the purposes of determining whether an offer of the underlying securities for issue by the foreign company is a rights issue:
- (i) a person that before the offer holds depository interests in relation to the underlying securities is to be treated as holding the securities; and
 - (ii) CDN is to be treated as not holding the securities mentioned in subparagraph (i);
- (e) where the underlying securities are shares—for the purposes of determining whether an offer of the underlying securities for issue under a dividend reinvestment plan or bonus plan does not need disclosure to investors:
- (i) a person that holds depository interests in relation to the underlying securities is to be treated as holding the securities; and
 - (ii) CDN is to be treated as not holding the securities mentioned in subparagraph (i);
- (f) a sale offer of depository interests on an approved financial market by a person is taken instead to be a sale offer of the underlying securities on the financial market by the person;
- (g) the foreign company is not taken to have issued the underlying securities with the purpose referred to in subparagraph 707(3)(b)(i) merely because it issued the securities to CDN;
- (h) references to the provisions of Chapter 2M are to be read as references to:
- (i) if section 601CK applies to the foreign company—section 601CK; or
 - (ii) otherwise—the financial reporting laws of the kind set out in Chapter 2M applicable to the foreign company in its place of origin;
- Note: Section 601CK may not apply to a foreign company whose place of origin is a country prescribed by regulations made for the purposes of section 601CDA.
- (i) references to orders under section 340 or 341 are to be read as references to declarations under subsection 601CK(7) or exemptions or waivers (however described) under the financial reporting laws of the kind set out in Chapter 2M applicable to the foreign company in its place of origin (as applicable).

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For the avoidance of doubt, this section also applies to legislative instruments made under section 741 for the purposes of this Chapter.”;

2. Part 7.9 of the Act applies in relation to all persons as if the following provisions were modified or varied as follows:

- (a) in Division 2, after section 1011A, insert:

“1011AB Division does not apply to depository interests

Nothing in this Division applies in relation to depository interests within the meaning of subsection 700(1A).

Note: Offers of depository interests are regulated by Chapter 6D in a particular way: see section 703B.”;

- (b) in Division 3, after subsection 1017F(2), insert:

“(2A) For the purposes of this section, the issuer of a depository interest within the meaning of subsection 700(1A) is taken to be the foreign company that issues the securities to which the interests relate.”.

Exemption

3. To avoid doubt, a foreign company (other than an excluded foreign company) is exempt from the requirement to hold an Australian financial services licence for arranging for CDN or a holder or proposed holder of depository interests to deal in depository interests that relate to the underlying securities of the foreign company in accordance with the operating rules of ASX Settlement.

Interpretation

4. In this instrument:

approved financial market means a financial market operated by:

- (a) ASX Limited;
- (b) Asia Pacific Exchange Limited;
- (c) National Stock Exchange of Australia Limited; or
- (d) SIM Venture Securities Exchange Ltd.

ASX Settlement means ASX Settlement Pty Limited.

CDN means CHESSE Depository Nominees Pty Limited.

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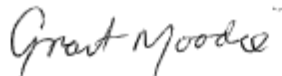
depository interests, in relation to the underlying securities of a foreign company that are held by CDN in accordance with the operating rules of ASX Settlement, means units of beneficial ownership in the securities that are issued for the purpose of enabling the securities to be recorded and transferred in accordance with the operating rules.

excluded foreign company means a foreign company covered by subsection 766C(5) of the Act.

underlying securities, in relation to depository interests, means:

- (a) shares of a foreign company which are, or are proposed to be, admitted to quotation on an approved financial market;
- (b) beneficial interests in shares of a foreign company, where the interests or the shares to which the interests relate are, or are proposed to be, admitted to quotation on an approved financial market; or
- (c) options to acquire, by way of issue, shares of a foreign company, where:
 - (i) the options are, or are proposed to be, admitted to quotation on an approved financial market; and
 - (ii) the shares are in a class of shares that are, or are proposed to be, admitted to quotation on that market.

Dated this 19th day of September 2014



Signed by Grant Moodie
as a delegate of the Australian Securities and Investments Commission

14-0882

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 741(1)(b), 926A(2)(a) and 1020F(1)(c) –
Declarations and Exemptions

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(b), 926A(2)(a) and 1020F(1)(c) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0882.

Commencement

3. This instrument commences on 2 October 2014.

Declarations

4. Chapter 6D of the Act applies to REVA Medical, Inc. ARBN 146 505 777 (*Company*) as if regulation 6D.5.01 of the *Corporations Regulations 2001* (the *Regulations*) were modified or varied by omitting “warrant that is a security” and substituting “warrant that is a security (other than a CDI within the meaning of subsection 700(3B) of the Act)”.
5. Chapter 6D of the Act applies to the Company as if the following provisions were omitted, modified or varied as follows:
 - (a) after subsection 700(3) insert:

“Application to CDIs

(3A) For the purposes of this Chapter, where the securities are CDIs:

 - (a) the foreign body that issues, or offers to issue, the securities underlying the CDIs is taken to be the person who offers the CDIs for issue;
 - (b) the foreign body that issues the securities underlying the CDIs is taken to be the issuer of the CDIs;
 - (c) the CDIs are taken to be the foreign body's securities; and
 - (d) the CDIs are taken to be in the same class as the securities underlying the CDIs.

(3B) For the purposes of subsection (3A):

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ASX Settlement means ASX Settlement Pty Limited ABN 49 008 504 302.

CDIs means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs.

CDN means CHES Depository Nominees Pty Limited ABN 75 071 346 506.

CHES means Clearing House Electronic Subregister System.

foreign body means a body formed or incorporated outside this jurisdiction."

- (b) omit paragraph 708A(1)(b), substitute:
- "(b) except where the securities are CDIs as defined in subsection 700(3B), the securities were not issued by the body with the purpose referred to in subparagraph 707(3)(b)(i); and";
- (c) omit subsection 708A(2)(b), substitute:
- "(b) section 601CK or the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin;";
- (d) omit paragraph 708A(5)(d), substitute:
- "(d) no declaration under subsection 601CK(7) or exemption or waiver (however described) under the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin, covered the body, or any person as director or auditor of the body, at any time during the relevant period referred to in paragraph (b); and";
- (e) omit subparagraph 708A(6)(d)(i), substitute:
- "(i) section 601CK and the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin; and";
- (f) after paragraph 708A(6)(e) insert:
- "(f) either:
- (i) explains the difference between holding CDIs (within the meaning of subsection 700(3B)) in relation to securities and directly holding the underlying securities; or

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- (ii) if the explanation in subparagraph (i) is contained in a document which is readily accessible without charge—states where that document can be accessed.”.
 - (g) after paragraph 713(2), insert:
 - “(3A) If the prospectus is for an offer of CDIs, options to acquire, by way of issue, CDIs, or convertible notes on the conversion of which the holder will be issued with CDIs, the prospectus must explain the differences between holding CDIs (within the meaning of section 700(3B)) in relation to securities or directly holding the underlying securities.”;
 - (h) omit subparagraph 713(6)(a), insert:
 - “(a) section 601CK or the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin (as applicable);”.
6. Part 7.9 of the Act applies to the Company as if subregulation 7.9.07A(1) of the Regulations were modified or varied by omitting “warrants.” and substituting “warrants (other than CDIs within the meaning of subsection 700(3B) of the Act).”.

Exemptions

- 7. The Company does not have to comply with Part 6D.2 or Part 6D.3 of the Act (other than sections 736 and 738) for an offer of CDIs under a share purchase plan.
- 8. The Company is exempt from subsection 911A(1) of the Act for a financial service that consists of dealing, or arranging for CDN or a holder or proposed holder of CDIs to deal, in CDIs in accordance with the operating rules of ASX Settlement.
- 9. CDN is exempt from subsection 911A(1) of the Act for a financial service that consists of issuing or dealing in CDIs in accordance with the operating rules of ASX Settlement.

Where this instrument applies

- 10. The declarations in paragraphs 4, 5 and 6 of this instrument apply in relation to an offer, for issue or sale, of CDIs in relation to the Company's Shares where the CDIs were, or are to be, issued on the conversion of convertible notes or on the exercise of options, where the convertible notes and options were issued to professional investors or sophisticated investors in Australia or to institutional investors outside Australia under a convertible note offering undertaken by the Company under a prospectus to be lodged with ASIC in accordance with section 713 of the Act (as modified by [CO 00/0195] and this

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instrument) as announced by the Company on the announcements platform operated by ASX Limited on 26 September 2014.

11. The declarations in paragraphs 4, 5 and 6 of this instrument also apply in relation to an offer, for issue or sale, of CDIs in relation to the Company's Shares that are issued under a placement to professional investors or sophisticated investors in Australia and to institutional investors outside Australia to be conducted by the Company no later than 30 April 2015.
12. The exemption in paragraph 7 of this instrument applies to any written offer by the Company for the issue of CDIs in relation to Shares of the Company under a share purchase plan that meets the requirements, and complies with the conditions, of ASIC Class Order [CO 09/425] (*class order*) at the time the offer is made, being a date no later than 30 April 2015, as if the following provisions of the class order were modified or varied as follows:

- (a) omit paragraph (d) in paragraph 7, substitute:

“(d) no declaration under subsection 601CK(7) or exemption or waiver (however described) under the financial reporting laws of the kind set out in Chapter 2M of the Act applicable to the issuer in its place of origin, covered the issuer, or any person as director or auditor of the issuer, at any time in the shorter of the period during which the class was quoted, and during the period of 12 months before the day on which the offer is made;”;

- (b) omit subparagraph (f)(i) in paragraph 7, substitute:

“(i) not more than 30 days before the offer, given a notice to ASX that complies with subsection 708A (as modified by ASIC Instrument [14-0882]) of the Act in relation to an issue of CDIs made otherwise than under a purchase plan”; and”;

- (c) omit subparagraph (f)(ii)(C) in paragraph 7, substitute:

“(C) states that, as at the date of this notice, the issuer has complied with sections 601CK and 674 of the Act, and the financial reporting laws of the kind set out in Chapter 2M applicable to the issuer in its place of origin; and”;

- (d) in subparagraph (a) in paragraph 14 insert the following new definitions in the correct alphabetical order:

“*ASX Settlement* means ASX Settlement Pty Limited ABN 49 008 504 302.

CDIs means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred

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through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs.

CDN means CHES Depository Nominees Pty Limited ABN 75 071 346 506.

CHES means Clearing House Electronic Subregister System.

foreign body means a body formed or incorporated outside of this jurisdiction.

register of members means:

- (a) the issuer sponsored sub-register of CDIs or the uncertificated CHES sub-register of CDIs of the foreign body; and
 - (b) the certificated register of shares of the foreign body.”;
- (e) in subparagraph (a) in paragraph 14 omit the definition of ‘registered holder’ and substitute:

“**registered holder** means:

- (a) a person recorded as the holder of CDIs in the register of members of the foreign body; and
 - (b) a person recorded as the holder of shares in the register of members of the foreign body (other than CDN).”;
- (f) after subparagraph (h) in paragraph 14 insert:
- “(i) references to shares include CDIs which are held in relation to those shares.”.

Interpretation

13. In this instrument:

ASX Settlement means ASX Settlement Pty Limited ABN 49 008 504 302.

CDIs means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs.

CDN means CHES Depository Nominees Pty Limited ABN 75 071 346 506.

CHES means Clearing House Electronic Subregister System.

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class order means ASIC Class Order [CO 09/425] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003.

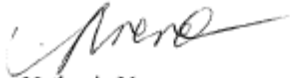
foreign body means a body formed or incorporated outside this jurisdiction.

professional investors has the same meaning as in subsection 708A(11) of the Act.

Shares means shares of common stock in the capital of the Company.

sophisticated investors has the same meaning as in subsection 708A(8) of the Act.

Dated this 2nd day of October 2014



Nathania Nero
as a delegate of the Australian Securities and Investments Commission

14-0897

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 1020F(1)(a) — Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0897.

Commencement

3. This instrument commences on 30 September 2014.

Exemption

4. For the avoidance of doubt, ASIC exempts CHESSE Depository Nominees Pty Limited (*CDN*) from Part 7.9 of the Act.

Where the exemption applies

5. The exemption in paragraph 4 of this instrument applies where an offer for the issue of depository interests over quoted foreign managed investment interests is made.

Interpretation

6. In this instrument:

depository interests, in relation to quoted foreign managed investment interests that are held by CDN in accordance with the operating rules of ASX Settlement Pty Limited, means units of beneficial ownership in the foreign managed investment interests that are issued for the purpose of enabling those interests to be recorded and transferred in accordance with the operating rules.

quoted foreign managed investment interests means financial products that are:

- (a) managed investment products; or
- (b) referred to in paragraph 764A(1)(ba) of the Act,

that are issued by a foreign entity and quoted on the financial market operated by ASX Limited.

Dated this 30th day of September 2014



Signed by Nathania Nero
as a delegate of the Australian Securities and Investments Commission

14-0968

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0968.

Commencement

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

Declarations

4. Chapter 5C of the Act applies to Trustees Australia Limited ACN 010 653 862 (*TAL*) in its capacity as responsible entity of Australian Dairy Farms Trust ARSN 600 601 689 (*ADFT*) as if the following provisions of that Chapter were modified or varied as follows:
 - (a) after section 601FE insert:

“601FEA Modification of duties: stapled securities

 - (1) This section applies to a registered scheme (the *scheme*) where the interests in the scheme and shares in a company (the *stapled entities*) are components of stapled securities.
 - (2) For the purposes of paragraphs 601FD(1)(c), an obligation to act in the best interests of the members of the scheme is an obligation to act in the best interests of the members of the scheme having regard to their interests as members of the stapled entities.
 - (3) For the purposes of paragraphs 601FD(1)(d) and 601FD(1)(e), and subsection 601FE(1), an obligation to not make use of information, or not make improper use of position, in order to cause detriment to the members of the scheme is an obligation not to do those things in order to cause detriment to the members of the scheme having regard to their membership of each of the stapled entities.”;
 - (b) after subsection 208(2) as notionally inserted by section 601LC, insert:

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

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

(2B) For the purposes of this section:

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

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trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”; and

- (c) insert after section 601PC:

“601PD Stapled securities

For the purposes of this Chapter:

stapled securities means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms on which each of the financial products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately.”.

5. Chapter 6D.2 of the Act applies to APA Financial Services Ltd ACN 057 046 607 (*APA*) as if it were modified or varied as follows:

- (a) omit "or" at the end of subparagraph 708(13)(a);
- (b) omit "." at the end of subparagraph 708(13)(b) and substitute "; or";
- (c) insert after subparagraph 708(13)(b):

"(c) an offer of fully paid shares in a body under a plan for the reinvestment of any or all of:

- (A) dividends in respect of shares in the body;
- (B) distributions in respect of interests in one or more registered schemes,

where, under the terms on which the shares in the body, and the interests in the registered schemes, may be traded, those shares and interests must only be transferred together."

6. Part 7.9 of the Act applies in relation to TAL in its capacity as responsible entity of ADFT as if paragraph 1012D(3)(b) were modified or varied as follows:

- (a) omit "either:" and substitute "one or more of the following applies:";
- (b) in subparagraph (i), omit "or" (second occurring);
- (c) in subparagraph (ii), omit "facility." and substitute "facility;"

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

Where this instrument applies

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

Dated this 2nd day of October 2014



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



14 - 0974

ASIC

Australian Securities & Investments Commission

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

Notice of Suspension of an Australian Financial Services Licence

TO: Custom Wealth Solutions Dealer Services Pty Ltd
ACN 110 682 196 ("the Licensee")
Last notified principal place of business:
'Tenancy 2A' 622 Wickham Street
Fortitude Valley QLD 4006

Pursuant to section 915B(3)(b) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby suspends Licence Number 301642 held by the Licensee until 28 November 2014.

Dated this 26th September 2014

Signed

A handwritten signature in cursive script, appearing to read 'James Nott', written over a dotted line.

James Nott, a delegate of the Australian Securities and Investments Commission

14-0980

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0980.

Commencement

3. This instrument commences on 30 September 2014.

Exemption

4. ASIC relieves Federation Manager Limited ACN 051 908 984 in its capacity as responsible entity of:

- (a) Retail Direct Property 4 ARSN 095 743 767;
- (b) Retail Direct Property 25 ARSN 097 223 259;
- (c) Retail Direct Property 15 ARSN 096 486 814;
- (d) Retail Direct Property 15 Unit Trust ARSN 096 486 832; and
- (e) Woodlands Village ARSN 093 255 700

(collectively, *Schemes*) from:

- (a) subsection 601HG(1) of the Act to the extent that it requires the responsible entity to engage a registered company auditor to audit compliance with the Schemes' compliance plan in accordance with subsection 601HG(3) of the Act for the financial year ended 30 June 2014; and
- (b) the obligation under subsection 601HG(7) of the Act to lodge the auditor's report under subsection 601HG(3) of the Act for the financial year ended 30 June 2014.

Where this instrument ceases to apply

5. This instrument ceases to apply if the Schemes are not deregistered by ASIC under subsection 601PA(3) of the Act on or around 17 October 2014.

Dated this 30th day of September 2014.



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

14-0982

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(a) – Exemption**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0982.

Commencement

3. This instrument commences on 26 September 2014.

Exemption

4. Pacific Smiles Group Limited ACN 103 087 449 (*Pacific Smiles*) and the special purpose vehicle (*SaleCo*) to be incorporated to offer existing Shares for sale under the IPO, do not have to comply with subsection 734(2) of the Act.

Where this instrument applies

5. Subject to paragraph 6, this instrument applies to the following information communicated by Pacific Smiles and SaleCo to:
 - (a) Shareholders:
 - (i) communications in relation to an offer of Shares in Pacific Smiles in connection with an invitation to Shareholders to sell or dispose of their Shares to SaleCo (*vendor sell down*), where:
 - (A) the communication does no more than describe to Shareholders the process and implications of selling or disposing of their Shares under the vendor sell down; and
 - (B) the invitation to participate in the vendor sell down is only extended to Shareholders as at the date of this instrument;
 - (ii) information about the structure of the offer and the offer periods under the IPO;
 - (iii) the timetable for the IPO, and any proposed updates to the timetable;
 - (iv) any information alerting them to impending announcements about the IPO

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- (b) employees of Pacific Smiles:
 - (i) details of the potential participation of employees of Pacific Smiles in the issue of Shares as part of the IPO;
 - (ii) details of any employee share plan, employee option plan, employee share rights plan, or similar employee incentive plan under which offers to employees of Pacific Smiles will be made at or about the same time as the IPO;
 - (iii) matters relating to:
 - (A) changes which may be made to the structure and internal administration of Pacific Smiles and its related bodies corporate in connection with the IPO; and
 - (B) the appointment of management and executive officers of Pacific Smiles and SaleCo; and
 - (C) the timetable of the IPO, and any proposed updates to the timetable; and
 - (iv) information concerning impending announcements in relation to the IPO.

Conditions

- 6. Pacific Smiles and SaleCo must do all things necessary to ensure that:
 - (a) the content of the advertising or publicity is authorised by Pacific Smiles and SaleCo;
 - (b) the content of the advertising or publicity does not refer to the content, or proposed content, of the IPO prospectus proposed to be lodged with ASIC in connection with an initial public offering of Shares other than as permitted by paragraph 5 above (provided that the condition in paragraph 6(a) is not breached);
 - (c) no advantages, benefits, merits or disadvantages of the IPO Prospectus are communicated; and
 - (d) the advertising or publicity occurs before the earlier of:
 - (i) the date on which the IPO prospectus is lodged with ASIC; and
 - (ii) 30 November 2014.

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Interpretation

7. In this instrument:

IPO means an initial public offering of Shares*IPO Prospectus* means a disclosure document lodged with ASIC by Pacific Smiles in or around October 2014.*Shareholder* means a holder of Shares*Shares* means fully paid ordinary shares in Pacific SmilesDated this 26th day of September 2014Signed by Melissa Liu
as a delegate of the Australian Securities and Investments Commission

14-0983

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0983.

Commencement

3. This instrument commences on gazettal.

Exemptions

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

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

Where this instrument applies

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

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“9. “eligible offer” means an offer for issue or sale of performance rights, in relation to fully-paid shares in an issuer, made under an employee share scheme extended only to eligible employees of the issuer;”; and

- (c) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

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

- (a) by, or for the benefit of:
- (i) employees of the body, or of the related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
- (i) employees of the body, or of a related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;”; and

- (d) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

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

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

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:

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- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (e) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:

“16A. “performance right” means a conditional right to be issued or transferred a fully-paid ordinary share in the capital of the issuer, where the performance right:

- (a) is offered for no more than nominal monetary consideration; and
- (b) will not vest until shares in the issuer have been quoted on the financial market operated by ASX Limited ACN 008 624 691 for at least 12 months;”.

Conditions

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

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

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

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

- (c) where eligible offers are made within the first 3 months of the issuer being admitted to the official list of the Australian Securities Exchange, the issuer must provide, or make available, to eligible employees the prospectus lodged with ASIC on or about October 2014.

Interpretation

In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights and/or options, made under an arrangement known as the Pacific Smiles Group Limited Long Term Incentive Plan Rules, the terms of which are substantially in the same form as those provided to ASIC on 9 September 2014.
- (d) *issuer* means Pacific Smiles Group Limited ACN 103 087 449 and any related body corporate.

Dated this 26th day of September 2014



Signed by Melissa Liu
as a delegate of the Australian Securities and Investments Commission

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NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 23 September 2014.

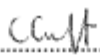
**Australian Securities and Investments Commission
Corporations Act 2001 section 915C**

Notice of Suspension of Australian Financial Services Licence

To: Protect Ensure Pty Ltd ACN 119 300 293

TAKE NOTICE that under section 915C(1) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby suspends Australian financial services licence number 344534 held by Protect Ensure Pty Ltd ACN 119 300 293 until 19 December 2014.

Dated this 22nd day of September 2014

Signed:..........

Christine Croft, a delegate of the Australian Securities and Investments Commission

14-0989

Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 111AT(1) - Exemption

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 111AT(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0989.

Commencement

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

Exemption

4. ASIC exempts Cherry Fund Limited (Receivers and Managers Appointed) ACN 106 274 631 (the *Company*) from Part 2M.3 of the Act as it applies to disclosing entities for each financial year and half-year ending during the period between the date of commencement and the date of cessation of this instrument.

Conditions

5. To rely on the exemption in paragraph 4, and for so long as the conditions are met, the Company must comply with the following conditions:
 - (i) the Company must make or cause a copy of this instrument to be made publicly available on a website maintained by the Company, or by the Receivers and Managers in relation to the Company, in a way that is readily accessible; and
 - (ii) the Company must put and keep in place arrangements for answering reasonable enquiries from its members that are about the consequences of the External Administration for them. The enquiries must be answered free of charge to members.

Where this instrument ceases to apply

6. This instrument ceases to apply on 30 October 2016.
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Interpretation:

In this instrument:

External Administration means the receivership and management of the Company by Mr Anthony Gregory McGrath, Mr Joseph David Hayes, Mr Matthew Wayne Caddy and Mr Robert Michael Kirman of McGrathNicol as joint and several receivers and managers of the Company appointed on 30 October 2012.

Dated: 1ST October 2014

Signed by Pamela Smith
as a delegate of the Australian Securities and Investments

14-0994

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a), 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 283GA(1)(a), 601QA(1)(a), 741(1)(a), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 14-0994.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;that does not involve a contribution plan, on the conditions set out in this instrument and for so long as the conditions are met.
5. The issuer does not have to comply with:
 - (a) Parts 2L1, 2L2, 2L3, 2L4, 2L5 of the Act; or
 - (b) Parts 6D.2, 6D.3 (except section 736) of the Act; or
 - (c) Part 7.9 of the Act,where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer,

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that involves a contribution plan but does not involve the issuer or any associated body corporate offering any eligible employee of the issuer a loan or similar financial assistance for the purpose of, or in connection with, the acquisition of financial products to which the offer relates, on the conditions set out in this instrument and for so long as the conditions are met.

6. Where the issuer operates a managed investment scheme only by reason of operating a contribution plan relating to an eligible incentive plan offer covered by paragraph 5, the issuer does not have to comply with section 601ED in relation to the operation of that managed investment scheme.
7. Where the issuer is exempt in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
 - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place; and
 - (f) in the case where paragraph 6 above applies – dealing in an interest in a managed investment scheme that is exempt from section 601ED because of that paragraph.
8. Where the issuer is exempt in relation to an eligible incentive plan offer because of the exemption in paragraph 4 or 5, the issuer also does not have to comply with sections

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736, 992A or 992AA of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

9. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;

but only in relation to the recommendation by the person.

Where this instrument applies

10. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:
 - (i) in the definition of a “contribution plan”, paragraph 6(c) of the Interpretation were to read:

“6.(c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to the employee, including any accumulated interest, must be repaid to that employee, except that an election to discontinue participation received during the period commencing five business days before the Purchase Date for a Purchase Period shall not be effective until the commencement of the next Purchase Period;
 - (ii) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“9. “eligible offer” means an offer, made under an employee share scheme extended only to eligible employees of the issuer, for issue or sale of a fully

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paid share in the capital of the issuer, or a performance right in relation to fully-paid shares in the issuer, where in each case those shares:

- (a) are in the same class as shares which have been quoted on the financial market operated by the New York Stock Exchange before the offer; and
- (b) may only be acquired by eligible employees after they have been so quoted for a 3 month period without suspension for more than a total of 2 trading days during that period;” and

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

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

- (a) by, or for the benefit of:
 - (i) employees of the body, or of the related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
 - (i) employees of the body, or of a related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

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

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

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

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equivalent of that price were the formula applied at the date of the eligible offer; and

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

Conditions

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

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

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

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

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

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

Interpretation

12. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 10 of this instrument in which case the word or phrase has that meaning;
- (b) **class order** means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) **eligible incentive plan offer** means an offer for the issue or sale of either:
 - (i) performance rights, made under an arrangement known as the Keysight Technologies, Inc. 2014 Equity and Incentive Compensation Plan (under which the performance rights are referred to as restricted stock units and performance-based restricted stock units), the Offer Document of Restricted Stock Units to Australian Resident Employees and the Offer Document of

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Performance-based Restricted Stock Units to Australian resident employees, the terms of which are substantially in the same form as those provided to ASIC on 6 August 2014; or

(ii) fully-paid shares in the issuer, made under a contribution plan known as the Keysight Technologies, Inc. Employee Stock Purchase Plan, the terms of which are substantially in the same form as those provided to ASIC on 6 August 2014; and

- (d) *issuer* means Keysight Technologies, Inc., a company incorporated under the laws of the United States of America, and any related body corporate; and
- (e) *Purchase Date* and *Purchase Period* have the meanings given to those terms in the Keysight Technologies, Inc. Employee Stock Purchase Plan.

Dated this 1st day of October 2014



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

14-0995

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0995.

Commencement

3. This instrument commences on gazettal.

Exemptions

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

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

Where this instrument applies

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

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- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“9. “eligible offer” means an offer or grant of performance rights where the shares that are the subject of those performance rights are in the same class as shares which are quoted on the financial market operated by the New York Stock Exchange at the time of the offer or grant, and where the offer or grant is made under an employee share scheme extended only to eligible employees of the issuer;” and

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

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

- (a) by, or for the benefit of:

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

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

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

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

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

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

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equivalent of that price were the formula applied at the date of the eligible offer; and

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

Conditions

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

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

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

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

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

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

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 10 of this instrument in which case the word or phrase has that meaning;
- (b) *Australian Addendum to the Adjustment* means a document (which may form part of the offer document) in respect of the new performance rights offered or granted to employees transferring from Agilent to the issuer in connection with the 2014 Spin-Off, which specifies how the intrinsic value of old performance rights will be reflected in the new performance rights, including the method of calculating entitlements to shares in the capital of the issuer in respect of the new performance rights;
- (c) *Agilent* means Agilent Technologies, Inc. a company incorporated under the laws of the United States of America;

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- (d) *Agilent share* means a fully-paid share in Agilent;
- (e) *Agilent 2009 Plan* means the Agilent Technologies, Inc. 2009 Stock Plan, the terms of which are substantially in the same form as those provided to ASIC on 15 August 2014;
- (f) *Agilent 1999 Stock Plan* means the Agilent Technologies, Inc. 1999 Stock Plan, the terms of which are substantially in the same form as those provided to ASIC on 15 August 2014;
- (g) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (h) *eligible employee* means a person who is, at the time of an eligible incentive plan offer, a full or part-time employee or director of the issuer or of a related body corporate of the issuer;
- (i) *eligible incentive plan offer* means an offer to adjust, or the adjustment of, an old performance right by way of replacement with, or grant of, a new performance right:
- (i) made to eligible employees only; and
 - (ii) in accordance with clause 18(a) of the Agilent 2009 Plan or clause 15(a) of the Agilent 1999 Stock Plan and under the Australian Addendum to the Adjustment; and
 - (iii) which occurs in connection with the 2014 Spin-Off;
- (j) *Keysight share* means a fully-paid share in the issuer;
- (k) *new performance right* means a conditional right:
- (i) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or
 - (ii) to receive a cash amount equivalent to the value of that share; or
 - (iii) either to be issued or transferred a fully-paid ordinary share in the capital of the issuer, or to receive a cash amount equivalent to the value of that share,
- granted in accordance with the terms and conditions under the Agilent 2009 Plan or Agilent 1999 Stock Plan, where the right is offered for no more than nominal monetary consideration and is provided in connection with the 2014 Spin-Off;
- (l) *old performance right* means a conditional right:


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- (i) to be issued or transferred an Agilent Share; or
- (ii) to receive a cash amount equivalent to the value of an Agilent Share; or
- (iii) either to be issued or transferred an Agilent Share, or to receive a cash amount equivalent to the value of that Agilent Share,

granted in accordance with the terms and conditions under the Agilent 2009 Plan or Agilent 1999 Stock Plan, where the right is offered for no more than nominal monetary consideration;

- (m) *issuer* means Keysight Technologies, Inc., a company incorporated under the laws of the United States of America, and any related body corporate; and
- (n) *2014 Spin-off* means the transfer of the electronic management business of Agilent to the issuer and its wholly owned subsidiaries, and the subsequent transactions, involving the following steps (among others):
 - (i) the transfer of certain Agilent employees so that as of 1 August 2014 they become employees of relevant wholly owned subsidiaries of the issuer; and then
 - (ii) the in-specie distribution by Agilent of all shares in the capital of the issuer to existing Agilent shareholders on 1 November 2014; and then
 - (iii) the quotation of the issuer on the financial market operated by the New York Stock Exchange.

Dated this 1st day of October 2014



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

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0996.

Commencement

3. This instrument commences on gazettal.

Exemptions

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

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

Where this instrument applies

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

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

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

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

(a) by, or for the benefit of:

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

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

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

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

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

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

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

Conditions

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

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

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

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

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Activision Blizzard, Inc. 2014 Incentive Plan (under which the performance rights are referred to as Restricted Share Units) and the Australian offer document, the terms of which are substantially in the same form as those provided to ASIC on 27 August 2014; and
- (d) *issuer* means Activision Blizzard, Inc., a company incorporated under the laws of the State of Delaware, United States of America, and any related body corporate.

Dated this 1st day of October 2014



Signed by Melissa Liu
as a delegate of the Australian Securities and Investments Commission

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Corporations (EquiLend LLC) Exemption Notice 2014

Corporations Act 2001

I, MATHIAS CORMANN, Acting Assistant Treasurer, make this exemption under section 791C of the *Corporations Act 2001 (the Act)*.

Dated 29-9-2014

Acting Assistant Treasurer

14-0997

Name of exemption

1. This exemption is the *Corporations (EquiLend LLC) Exemption Notice 2014*.

Commencement

2. This exemption commences on the day it is published in the *Gazette*.

Exemption

3. The securities lending facility operated by EquiLend LLC in this jurisdiction is exempt from the operation of Part 7.2 of the Act (the exempt market).

Where this exemption applies

4. This exemption applies where all of the following matters in this paragraph 4 are satisfied.

Financial products

- (a) Any dealing in a financial product on the exempt market is limited to a dealing in an eligible financial product.

Trading on the market: market operator

- (b) EquiLend LLC does not trade on the exempt market on its own behalf or on behalf of another investor.

Trading on the market: participant

- (c) EquiLend LLC ensures that a person carrying on business in this jurisdiction does not directly participate in the exempt market unless the person:
 - (i) is a professional investor dealing in a financial product on its own behalf; or
 - (ii) is a professional investor dealing in a financial product on behalf of a person who is a professional investor.

Clearing and settlement facility

- (d) Neither EquiLend LLC nor an associate of EquiLend LLC operates a clearing and settlement facility in relation to the exempt market.

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Note: For the avoidance of doubt, paragraph (d) does not prohibit EquiLend LLC or an associate from providing information about, or establishing procedures dealing with, the settlement of transactions effected through the exempt market.

Cooperation with ASIC

- (e) EquiLend LLC has entered into a written arrangement with ASIC for cooperation with ASIC in relation to this exemption and the subject matter to which this exemption relates.

Provision of financial services

- (f) EquiLend LLC must, at all times comply with Class Order [03/1100].
- (g) EquiLend LLC must, at all times, be registered as a broker-dealer with the SEC, and a member of FINRA, that covers the provision of financial services involved in the operation of the EquiLend LLC exempt market.

Conditions

- 5. This exemption ceases to apply if EquiLend LLC fails to take reasonable steps to comply with any of the matters set out in this paragraph 5.

Operation of the market

- (a) EquiLend LLC, in all material respects, must operate the exempt market in the way set out in the application for exemption.

Conduct

- (b) EquiLend LLC must do all things necessary to ensure that any financial services provided by EquiLend LLC in connection with the operation of the exempt market are provided efficiently, honestly and fairly.

Resources

- (c) EquiLend LLC must have available adequate resources (including financial, technological and human resources) to provide the financial services in connection with the operation of the exempt market and to carry out supervisory arrangements.

Managing conflicts of interest

- (d) EquiLend LLC must have adequate arrangements in place for managing its conflicts of interest arising from operating the exempt market.

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Reporting: adverse findings

- (e) If EquiLend LLC becomes aware that EquiLend LLC or a director or secretary of EquiLend LLC is covered by one or more of the following matters, EquiLend LLC must, within 7 days after becoming aware of the matter, give a written notice to ASIC advising of the matter:
- (i) the person is the subject of a declaration of contravention in relation to a provision of the Act;
 - (ii) the person has been convicted of an offence under the Act;
 - (iii) in the case of a director or secretary—the person has been disqualified from managing corporations under Part 2D.6 of the Act;
 - (iv) the person has been banned or disqualified from providing financial services under Division 8 of Part 7.6 of the Act.

Reporting: disciplinary action against participant

- (f) If EquiLend LLC takes disciplinary action against an Australian participant of the exempt market, EquiLend LLC must, as soon as practicable, give a written notice to ASIC that includes the following details:
- (i) the participant's name;
 - (ii) the reason for and nature of the action taken;
 - (iii) when the action was taken.

Reporting: suspected contraventions by participant

- (g) If EquiLend LLC has reason to suspect that an Australian participant has committed, is committing, or is about to commit, a contravention of the Act or a significant contravention of the obligations imposed by EquiLend LLC in relation to the exempt market, EquiLend LLC must, as soon as practicable, give a written notice to ASIC that includes the following details:
- (i) the participant's name; and
 - (ii) details of the contravention or impending contravention; and
 - (iii) EquiLend LLC's reason for that belief.
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Assistance to ASIC

- (h) If EquiLend LLC receives a reasonable request from ASIC to give assistance (which may include giving access to any information, document or books held by EquiLend LLC) to ASIC, or to a person authorised by ASIC, in relation to the operation of the exempt market, EquiLend LLC must provide that assistance.

Record-keeping

- (i) EquiLend LLC must have adequate arrangements in place for the recording of loan order information and loan transactions effected through the exempt market.
- (j) EquiLend LLC must keep for a period of at least 5 years the following records of loan order information and loan transactions effected through the exempt market:
 - (i) the date and time that the borrow or loan order was received;
 - (ii) the identity of the participant placing the borrow or loan order;
 - (iii) the name and quantity of the financial product to which the borrow or loan order applies;
 - (iv) the designation of the order as a borrow or loan order;
 - (v) the date and time at which the borrow or loan order expires;
 - (vi) details of any modification or cancellation of the borrow or loan order;
 - (vii) the fee, quantity, date and time of execution of the borrow or loan order; and
 - (viii) the identities of the counterparties to the loan transaction.

Annual report

- (k) EquiLend LLC must, within three months after the end of its financial year, give ASIC an annual report that sets out:
 - (i) the extent to which EquiLend LLC has complied with this exemption; and
 - (ii) the following information:

- (A) a description of the activities that EquiLend LLC undertook in the financial year in relation to the operation of the exempt market;
 - (B) if any material system outages occurred during the financial year that prevented Australian participants from participating in the exempt market:
 - (I) the number of such outages; and
 - (II) the duration of each outage; and
 - (III) the cause of each outage; and
 - (IV) a description of the means by which each outage was resolved;
 - (iii) the names and number of Australian participants who directly participated in the exempt market at any time throughout the financial year, identifying those Australian participants who, as at the last day of the financial year, were allowed to directly participate in the market;
 - (iv) details of the volume of trading on the exempt market by Australian participants throughout the financial year;
 - (v) the number and nature of significant complaints made to EquiLend LLC by Australian participants who participated in the exempt market during the financial year, and the action taken by EquiLend LLC in response to each complaint;
 - (vi) any specific regulatory issues in relation to the exempt market operated by EquiLend LLC in this jurisdiction or a financial market operated by EquiLend LLC outside this jurisdiction, that EquiLend LLC encountered during the financial year and actions taken to resolve those issues;
 - (vii) details of any significant conflicts of interest identified by EquiLend LLC in relation to its operation of the exempt market during the financial year, and how each conflict of interest was managed.
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Reporting

- (l) EquiLend LLC must give the following information to ASIC within 30 days after the end of each reporting period:
- (i) for each class of financial product that can be loaned or borrowed on the exempt market – the total trade volume by Australian participants for the reporting period;
 - (ii) the total trade values by each Australian participant (borrower and lender) for the reporting period;
 - (iii) for each kind of financial product that can be loaned or borrowed on the exempt market - the total traded quantity by Australian participants for the reporting period;
 - (iv) for each class of financial product that can be loaned or borrowed on the exempt market – details of the ten most traded financial contracts by Australian participants, the volume traded and total trade value for the reporting period;
- (m) For the purposes of paragraph 5(l) "reporting period" means:
- (i) a period of 6 months, ending on 30 June or 31 December in each year, during which the exempt market is operated in Australia; or
 - (ii) any other another period as notified by ASIC in writing.

Audit report

- (n) If the Minister in writing requests EquiLend LLC to obtain an audit report, prepared by either ASIC or another person or body that is a suitably qualified person, in relation to the annual report mentioned in paragraph (k) or on any information or statements accompanying the annual report, EquiLend LLC must comply with the request.

Reporting: operating status of market

6. EquiLend LLC must, within 7 days, notify ASIC in writing if it ceases to operate the exempt market in this jurisdiction.

Interpretation

7. In this exemption:
- (a) italicised headings do not form part of this exemption;

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- (b) *application for exemption* means the application for an exemption from the operation of Part 7.2 of the Act, submitted to ASIC by EquiLend LLC, dated 26 August 2014, and correspondence prior to the issuing of this notice and relating to the exemption application.

Australian participant means a participant carrying on business in this jurisdiction.

Class Order [CO 03/1100] means Class Order [03/1100], titled 'US SEC regulated financial service providers':

- (a) issued by ASIC on 23 December 2003;
- (b) notified in the *Gazette* on 23 December 2003; and
- (c) in force on the commencement of this Notice.

eligible financial product means:

- (a) securities;
- (b) financial products mentioned in paragraphs 764A(1)(b) and 764A(1)(ba) of the Act;
- (c) derivatives limited to convertible debt instruments converting into existing shares; or
- (d) a debenture, stock or bond issued or proposed to be issued by a government.

exempt market means the securities lending platform operated by EquiLend LLC known as "EquiLend" or "BondLend".

financial services law has the meaning given by section 761A of the Act.

participant has the meaning given by section 761A of the Act.

securities has the meaning given by section 761A of the Act.

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NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has taken the action set out in the Notice below.

**Australian Securities and Investments Commission
Corporations Act 2001 – Section 915B and 915H****Variation of Notice of Cancellation of Australian Financial Services Licence**

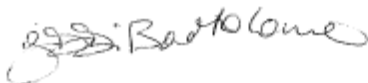
To: Banksia Mortgages Limited
157 Fenaughty Street
KYABRAM VIC 3620

Under sections 915B and 915H of the *Corporations Act 2001* the Australian Securities and Investments Commission varies Schedule B of ASIC Instrument 14-0352 by inserting the words:

"other than the provisions in Part 5C.4, sections 601FC(1)(g), 601FC(1)(h) and 601FD(1)(f)(iv) and 5C.5" after the words "Chapter 5C"; and

"other than the provisions in Part 7.8 (Division 6)" after the words "Chapter 7".

Dated this 29th day of September 2014



Signed by Gai Di Bartolomeo
as delegate of the Australian Securities and Investments Commission



14-1010

Australian CS Facility Licence (Chicago Mercantile Exchange Inc.) 2014

Corporations Act 2001

I, MATHIAS CORMANN, Acting Assistant Treasurer, grant this License under subsection 824B(2) of the *Corporations Act 2001*.

Dated 30-9-2014

Acting Assistant Treasurer

1. Name of Licence

This Licence is the *Australian CS Facility Licence (Chicago Mercantile Exchange Inc.) 2014*.

2. Commencement

This Licence commences when it is granted.

3. Definitions

In this Licence:

Act means the *Corporations Act 2001*.

ASIC means the Australian Securities and Investments Commission.

Australian court has the meaning given by section 9 of the Act.

Australian financial services licence has the meaning given by section 761A of the Act.

Australian participant means a participant to which services are provided under this Licence.

derivative has the meaning given by section 761D of the Act.

CBOT market means the financial market regulated by the US Securities Exchange Commission and the CFTC and operated by Board of Trade of the City of Chicago Inc.

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CFTC means the Commodity Futures Trading Commission or any successor organisation in the United States of America responsible for the supervision of the overseas clearing and settlement facility.

CME means Chicago Mercantile Exchange Inc. (ARBN 103 432 391).

CME market means the financial market regulated by the US Securities Exchange Commission and the CFTC and operated by CME.

financial market has the meaning given by section 761A of the Act.

Financial Stability Standard means a standard determined under section 827D of the Act.

interest rate derivatives means derivatives where the amount of consideration or the value of the arrangement is ultimately determined, derives from or varies by reference to the value of an interest rate.

overseas clearing and settlement facility means the clearing and settlement facility CME, as a registered 'derivatives clearing organization' under the *Commodity Exchange Act 1936 (US)*, is authorised by the CFTC to operate in the United States of America.

participant has the meaning given by section 761A of the Act.

proprietary account has the meaning given by Regulation 1.3(y) of the regulations made by the CFTC under the *Commodity Exchange Act 1936 (US)* and published in Title 17 Chapter 1 of the US Code of Federal Regulations.

RBA means the Reserve Bank of Australia.

4. Grant of licence

This Licence is granted to CME under subsection 824B(2) of the Act and authorises CME to operate the overseas clearing and settlement facility in this jurisdiction.

5. Class of financial products

The class of financial products in respect of which the overseas clearing and settlement facility may provide services under this Licence is derivatives, limited to:

- (a) over-the-counter transactions in interest rate derivatives; and
- (b) non-Australian dollar denominated interest rate derivatives traded on the CME market or the CBOT market, for which CME permits portfolio margining with the over-the-counter interest rate derivatives referred to in paragraph (a).

6. Standards and undertakings

CME must:

- (a) comply with all Financial Stability Standards that CME is required to comply with under subsection 827D(2) of the Act;

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- (b) comply with all undertakings given to ASIC under paragraph 824B(2)(d) of the Act; and
- (c) comply with all undertakings given to the RBA under paragraph 824B(2)(d) of the Act.

7. Participants

Services under this Licence may only be provided by CME to an Australian participant in respect of transactions for the Australian participant's proprietary account.

8. Jurisdiction of Australian courts

CME must:

- (a) submit to the non-exclusive jurisdiction of an Australian court in an action brought by ASIC in relation to the overseas clearing and settlement facility or the operation of the overseas clearing and settlement facility; and
- (b) comply with any order of an Australian court for any matter relating to the overseas clearing and settlement facility or the operation of the overseas clearing and settlement facility.

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 third day of October 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

ALDERSHOT RESOURCES LTD.

108 776 549

DET NORSKE VERITAS

000 749 708

mitsui & co. energy trading singapore pte. ltd.

168 685 425

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this third day of October 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

BRILLIANT CHANNEL LIMITED

162 234 488

LOUIS DREYFUS FAIRMOUNT B.V.

159 853 111

NEPTUNE MARINE PACIFIC PTE. LTD.

151 764 733

PYRAMIS GLOBAL MARKET NEUTRAL FUND, LTD.

134 011 662

7761295 CANADA INC.

152 953 261

CORPORATIONS ACT 2001

Section 601CC(3)

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

Dated this third day of October 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

TOYOTA DEALERS ADVERTISING ASSOCIATION INCORPORATED

ARBN

122 188 103

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 third day of October 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

ANZ DISCOVERY ASIA FUND	129 944 547
BRIC II KEYSTONE FUND	128 612 313
COMMODITY HINDSIGHT KEYSTONE FUND	130 380 004
FOOD, FEED, FUEL II KEYSTONE FUND	130 380 184
GLOBAL EQUITY HINDSIGHT KEYSTONE FUND	130 380 255
GOLDMAN SACHS CASH TRUST	090 582 282
GOLDMAN SACHS COLLATERAL MEZZANINE FUND 05	116 286 910
HFA OCTANE ASIA FUND	118 783 565
SUSTAINABILITY KEYSTONE FUND	130 380 344

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.

ELEVATE AUSTRALASIA LIMITED

ACN 149 977 775 will change to a proprietary company limited by shares. The new name will be ELEVATE AUSTRALASIA PTY LTD ACN 149 977 775.

HEALTHSCOPE OPERATIONS LIMITED

ACN 006 405 152 will change to a proprietary company limited by shares. The new name will be HEALTHSCOPE OPERATIONS PTY LTD ACN 006 405 152.

THE HIPAC GROUP PTY ACN 107 316 512 will change to a proprietary company limited by shares. The new name will be THE HIPAC GROUP PTY LTD ACN 107 316 512.

HEALTHSCOPE NOTES LIMITED

ACN 147 250 780 will change to a proprietary company limited by shares. The new name will be HEALTHSCOPE NOTES PTY LTD ACN 147 250 780.

MCWHIRTER & LEONG PTY. ACN 009 090 699 will change to a proprietary company limited by shares. The new name will be MCWHIRTER & LEONG PTY LTD ACN 009 090 699.

TRAC GROUP HOLDINGS PTY LTD

ACN 115 007 540 will change to a public company limited by shares. The new name will be TRAC GROUP HOLDINGS LTD ACN 115 007 540.