



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette
No. A48/14, Tuesday, 28 October 2014

Published by ASIC

ASIC Gazette

Contents

Notices under Corporations Act 2001

14-1020	14-1024	14-1047	14-1048	14-1050
14-1056	14-1057	14-1060	14-1066	14-1067
14-1075	14-1078	14-1080	14-1083	

Company/scheme deregistrations

Change of company type

RIGHTS OF REVIEW

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

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

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

© Commonwealth of Australia, 2014

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



ASIC

Australian Securities & Investments Commission

14-1020

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Peer Lending Pty Ltd
ACN 154 738 208 ("the Licensee")
80 Bulwer Street
Perth WA 6007

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 422650 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 17 October 2014

Signed

A handwritten signature in cursive script, appearing to read "James Nott".

James Nott
A delegate of the Australian Securities and Investments Commission

14-1024

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 655A(1) and 673(1) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 655A(1) and 673(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-1024.

Commencement

3. This instrument commences on 16 October 2014.

Declarations

4. Chapters 6 and 6C of the Act apply to Pacific Smiles Group Limited ACN 103 087 449 (*Pacific Smiles*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”.
5. Chapters 6 and 6C of the Act apply to Pacific Smiles as if section 9 were modified or varied by, after subparagraph (a)(ii)(C) in the definition of *substantial holding* (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“ or
(D) subsection 609(13A) (securities subject to escrow arrangement);”.
6. Chapter 6C of the Act applies to Pacific Smiles as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), and inserting:

“; or
(d) subsection 609(13A) (securities subject to escrow arrangement).”.

14-1024

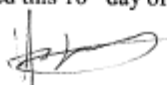
Where this instrument applies

7. This instrument applies in relation to relevant interests Pacific Smiles has in securities of Pacific Smiles (*Escrowed Securities*) merely because Pacific Smiles has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with each *Security Holder* in connection with the proposed initial public offering (**IPO**) of Pacific Smiles' ordinary shares (**Shares**) and admission to the official list of the Australian Securities Exchange (**ASX**), where each Escrow Arrangement:
- (a) restricts disposal of, but not the exercise of voting rights attaching to, the Escrowed Securities;
 - (b) in the case of a takeover bid (including a proportional takeover bid):
 - (i) allows each Security Holder to accept into the takeover bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
 - (ii) requires that the Escrowed Securities be returned to escrow if the takeover bid does not become unconditional;
 - (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
 - (d) provides that the escrow restrictions shall terminate on the date that is no later than 3 business days after the full year accounts of Pacific Smiles for the period ending 30 June 2015 are released to the ASX; and
 - (e) is substantially in the same form as the draft agreement provided to ASIC on 1 October 2014.

Interpretation

8. In this instrument *Security Holder* means any of the following persons who hold or otherwise control Shares in Pacific Smiles:
- (a) TDM Asset Management Pty Ltd; and
 - (b) all of the directors and senior management of Pacific Smiles (as described in the prospectus to be lodged by Pacific Smiles in relation to the IPO), or their nominees, who hold Shares in Pacific Smiles as at the date of admission of the Shares to the official list of the ASX.

Dated this 16th day of October 2014



Signed by Kwan Leung
as a delegate of the Australian Securities and Investments Commission



14-1047

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: The Trustee for PA & KM Block Family Trust & The Trustee for
The Hosking (GFG) Trust ("The Licensee")
A.B.N. 68 702 529 433
99 Barkly Street
Ararat VIC 3377

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 315556 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 16th Day of October 2014

Signed

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

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

14-1048

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-1048.

Commencement

3. This instrument commences on 17 October 2014.

Declarations

4. Chapters 6 and 6C of the Act apply to Simonds Group Limited ACN 143 841 801 (*Simonds*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”.

5. Chapters 6 and 6C of the Act apply to Simonds as if section 9 were modified or varied by, after subparagraph (a)(ii)(C) in the definition of *substantial holding* (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“or

(D) subsection 609(13A) (securities subject to escrow arrangement);”.

6. Chapter 6C of the Act applies to Simonds as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“;or

(d) subsection 609(13A) (securities subject to escrow arrangement).”.

Where this instrument applies

7. This instrument applies in relation to relevant interests Simonds has in securities of Simonds (*Escrowed Securities*) merely because Simonds has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with each *Security Holder* in connection with the proposed admission of Simonds

14-1048

securities to the official list of the Australian Securities Exchange (*ASX*) where each Escrow Arrangement:

- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
 - (b) in the case of a takeover bid (including a proportional takeover bid):
 - (i) allows each Security Holder to accept into the Takeover Bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
 - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
 - (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
 - (d) terminates on the earlier of:
 - (i) the release to the ASX of Simond's preliminary financial results for the financial year 2016; or
 - (ii) two years after the parties entered into the Escrow Arrangement.
- (iii) is substantially in the same form as the draft agreement provided to ASIC on 15 October 2014.

Interpretation

8. In this instrument **Security Holder** means any of the following persons who hold shares in the Company:
- i. Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 1 Family Trust
 - ii. Simonds Custodian Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 2 Family Trust
 - iii. Simonds Custodians Pty Ltd ACN 050 199 365 as trustee for the Gary Simonds No 3 Family Trust
 - iv. Simonds Constructions Pty Ltd ACN 137 871 982 as trustee for the Simonds Homes Discretionary Trust
 - v. Madisson Constructions Pty Ltd ACN 141 838 726 as trustee for the Madisson Homes Trust

14-1048

- vi. Silver Street Investments Pty Ltd ACN 602 023 834 as trustee of Silver Street Trust
- vii. McMahon Property Nominees Pty Ltd ACN 156 275 115 as custodian for McMahon SF Pty Ltd ACN 132 687 039 in its capacity as trustee of the McMahon Superannuation Fund
- viii. Mark Vujovich
- ix. Robert Stubbs and Carolyn White as trustees of the R.G. Stubbs Executive Superannuation Fund
- x. Jason Vujovich

Dated this 17th day of October 2014



Signed by Liselle Fernandes
as a delegate of the Australian Securities and Investments Commission

14-1050

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 741(1) and 1020F(1) - Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under subsections 741(1) and 1020F(1) of the *Corporations Act 2001*(the *Act*).

Title

2. This instrument is ASIC Instrument 14-1050.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to Tasman Lifestyle Continuum Pty Limited ACN 168 777 491 (the *body*) as if that Chapter were modified or varied by omitting paragraph 708(13)(b) and substituting:

“(b) an offer of fully-paid shares in a body to 1 or more existing holders of shares in the body, under a plan for the reinvestment of at least one of the following:

(i) dividends in respect of shares in the body;

(ii) distributions in respect of managed investment products which, under the terms on which they may be traded, must only be transferred together with shares in the body.”
5. Part 7.9 of the Act applies in relation to One Managed Investment Funds Limited ACN 117 400 987 in its capacity as responsible entity of Tasman Lifestyle Continuum Trust ARSN 602 145 817 (the *scheme*) as if paragraph 1012D(3)(b) were modified or varied as follows:

(a) omit “either.”, substitute “one or more of the following applies.”;

(b) in subparagraph (i) omit “or” (second occurring);

(c) in subparagraph (ii) omit “facility.”, substituting “facility.”;

(d) after subparagraph (ii) insert:

“(iii) in a recommendation situation—the advice that constitutes the relevant conduct relates to an offer of managed investment products, under a plan for the reinvestment of at least one of the following:

14-1050

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

Where this declaration applies

6. This declaration applies to offers or issues of, and recommendations to acquire, shares in the body or interests in the scheme, under a plan for the reinvestment of dividends in respect of shares in the body or distributions in respect of interests in the scheme, where under the terms on which a share in the body and an interest in the scheme are to be traded, they must only be transferred together.

Dated this 16th day of October 2014.



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

14-1056

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F(1)(c) – Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-1056.

Commencement

3. This instrument commences on upon execution.

Declaration

4. Part 7.9 of the Act applies to One Managed Investment Funds Limited ACN 117 400 987 (*OMIF RE*) in its capacity as the responsible entity of Tasman Lifestyle Continuum Trust ARSN 602 145 817 (the *scheme*) as if subsection 1017E(2) as notionally inserted by subregulation 7.9.08(4) of the *Corporations Regulations 2001* were modified or varied as follows:

- (a) at the beginning of paragraph 1017E(2)(b), insert "subject to paragraph (ba)," and

- (b) after paragraph 1017E(2)(b), insert:

"(ba) any money may be paid into the account, provided that:

- (i) money paid to acquire the financial product together with any securities or financial products that must, under the terms on which the financial product is to be traded, be transferred with the financial product; and
- (ii) any other money to which this section applies; and
- (iii) interest on the amount from time to time standing to the credit of the account,

is identified and held in accordance with all other provisions of this section; and".

14-1056

Where this instrument applies

6. This instrument applies where:

- (a) each ordinary interest in the scheme and each ordinary share in Tasman Lifestyle Continuum Pty Limited ACN 168 777 491 (*TLC*), must, under the terms on which each is to be traded, only be transferred together (*Stapled Security*); and
- (b) OMIF RE receives money paid to acquire Stapled Securities.

Where this declaration ceases to apply

7. This declaration ceases to apply if:

- (a) at any time, a component of a Stapled Security is issued which on the terms on which it is traded, can be transferred separately without also transferring any other component; or
- (b) any interest in the scheme (other than an ordinary interest), or any share in TLC (other than an ordinary share), is issued where such interest or share is a quoted security.

Dated this 16th day of October 2014**Signed by Tony Tran
as a delegate of the Australian Securities and Investments Commission**

14-1057

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 601QA(1) - Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-1057.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to One Managed Investment Funds Limited ACN 117 400 987 in its capacity as the responsible entity of Tasman Lifestyle Continuum Trust ARSN 602 145 817 (the *scheme*) as if the following provisions of that Chapter were modified or varied:

- (a) after section 601FE insert:

“601FEA Modification of duties: stapled securities

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

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

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

14-1057

- (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property;
 - (b) all of the interests in the scheme and all of the shares in a company are components of stapled securities;
 - (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;
 - (d) the benefit is given to:
 - (i) an entity wholly owned, whether directly or indirectly, by the scheme; or
 - (ii) the company or an entity that is wholly owned, whether directly or indirectly, by the company; or
 - (iii) an entity wholly owned, whether directly or indirectly, jointly by the scheme and the company.
- (2B) For the purposes of this section:
- (a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and
 - (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”;

14-1057

- (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 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.”

Where this declaration applies

5. This declaration applies where each interest in the scheme must, under the terms upon which it is to be traded, only be transferred with a share in Tasman Lifestyle Continuum Pty Limited ACN 168 777 491.

Dated this 16th day of October 2014



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

14-1060

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 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 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 14-1060.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Parts 6D.2, 6D.3 (except section 736) and 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 from Part 6D.2 or 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 the eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

14-1060

- (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with the 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 6D.2 or 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 sections 736 and 992A of the Act in relation to the eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

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

14-1060

- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:
- “9. “eligible offer” means an offer for issue or sale of options for the issue or transfer of fully-paid shares in the issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited ACN 008 624 691 (*ASX*) immediately before the offer without suspension for more than a total of 2 trading days during that period, where each of the options is:
- (a) offered for no more than nominal consideration; and
 - (b) made under an employee incentive scheme extended only to eligible employees of the issuer;”
- (ii) 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 options or the shares to which the options 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:
- (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 options relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”

Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:

14-1060

- (a) the conditions of the class order as expressed to apply to them; and
- (b) where eligible offers are made within the first 3 months of the issuer being admitted to the official list of the ASX, the issuer must provide, or make available, to eligible employees the prospectus lodged with ASIC on or about 20 October 2014.

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 grant of options made under an arrangement known as the APN Outdoor Group Limited Long Term Incentive Plan Rules, the terms of which are substantially in the same form as those provided to ASIC on 30 September 2014; and
- (d) *issuer* means APN Outdoor Group Limited ACN 155 848 589 and any related body corporate.

Dated this 17th day of October 2014



Signed by Kwan Leung
as a delegate of the Australian Securities and Investments Commission

14-1066

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-1066.

Commencement

3. This instrument commences on 17 October 2014.

Declaration

4. Chapter 6D of the Act applies to the Commonwealth of Australia (*Commonwealth*) and any person acting for or on behalf of the Commonwealth as if:
 - (a) section 719 of the Act were modified or varied as follows:
 - (i) in subsection (4), omitting "If" and substituting "Subject to subsection (4A), if"; and
 - (ii) after subsection (4), insert:

“(4A) Subsection (4) does not apply in relation to subsections 721(1), 723(1), 727(2), 734(4) and 734(6) where the person making the offer has lodged a supplementary document with ASIC and the supplementary document has been reproduced in its entirety in a newspaper advertisement that is published in a prominent position, in at least international A4 size, on the same day in:
 - (a) at least two daily newspapers circulating generally throughout Australia; and
 - (b) a daily newspaper in each State or Territory circulating generally in the relevant State or Territory.”; and
 - (b) section 724 of the Act was modified or varied by inserting after subsection (3) the following subsection:

“(4) For the purposes of subsection (3) a supplementary prospectus will be taken to have been given to the applicants if the supplementary prospectus is reproduced in its entirety in a newspaper advertisement that is published in a prominent position, in at least international A4 size, on the same day in:

14-1066

- (a) at least two daily newspapers circulating generally throughout Australia; and
- (b) a daily newspaper in each State or Territory circulating generally in the relevant State or Territory."

Where this instrument applies

5. This instrument applies in relation to an offer for sale by the Commonwealth of all or part of its shareholding in Medibank Private Limited ACN 080 890 259 (*Medibank*) under a prospectus (*Prospectus*) to be lodged with ASIC for the purposes of Chapter 6D of the Act on or about 20 October 2014 which states that the retail offer period will be open between 28 October 2014 and 14 November 2014.
6. The Prospectus includes statements to the effect that:
 - (a) each Supplementary Prospectus will be published by newspaper advertisement in:
 - (i) at least two daily newspapers circulating generally throughout Australia; and
 - (ii) a daily newspaper in each State or Territory circulating generally in the relevant State and Territory; and
 - (b) a copy of each Supplementary Prospectus will be made available during the Relevant Period at the website specified in the Prospectus.
7. The Commonwealth takes reasonable steps to ensure that:
 - (a) a copy of the Supplementary Prospectus is made available during the Relevant Period on the website specified in the Prospectus; and
 - (b) any advertisement or publication covered by subsection 734(6) which has been authorised by the Commonwealth or any person acting on its behalf and which is published after a Supplementary Prospectus is lodged with ASIC includes statements:
 - (i) identifying each Supplementary Prospectus and the date on which it was lodged with ASIC; and
 - (ii) to the effect that a copy of each Supplementary Prospectus will be available during the Relevant Period on the website described in paragraphs 6(b) and 7(a) of this instrument.

14-1066

Interpretation

8. In this instrument, the following meanings apply:

"Relevant Period" means the period commencing no later than 5.00pm (Australian Eastern Standard Time) on the date the Supplementary Prospectus is lodged with ASIC and ending on the later of:

- (a) the date that offers for sale under the Prospectus close; and
- (b) the date that any withdrawal period closes.

"State" has the meaning given in section 17 of the *Acts Interpretation Act 1901*.

"Supplementary Prospectus" means a supplementary prospectus lodged with ASIC in relation to the Prospectus.

"Territory" has the meaning given in section 9 of the Act.

Dated this 17th day of October 2014



Signed by Sebastian Strykowski
as a delegate of the Australian Securities and Investments Commission

14-1067

**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 14-1067.

Commencement

3. This instrument commences on 17 October 2014.

Exemption

4. ASIC exempts:
 - (a) members of the Commonwealth Parliament;
 - (b) the Commonwealth of Australia (the *Commonwealth*); and
 - (c) any person acting on behalf of either of them, or who may otherwise have liability in respect of the prospectus lodged with ASIC in relation to an initial public offer of shares in Medibank Private Limited (*Medibank*)from Parts 6D.2, 6D.3 of the Act other than provisions dealing with the lodgement of documents, to the extent that those provisions may require:
 - (a) a disclosure document issued under Chapter 6D to be a true copy, printed on paper, of a disclosure document which has been lodged with ASIC (a *lodged copy*); or
 - (b) a notice or other document to be printed on paper, and may not be satisfied by the provision of a document in a form to facilitate speech, and Braille access by print disabled persons (an *accessible format copy*) which:
 - (i) is available in the following media:
 - (a) audio tape;
 - (b) compact disk;
 - (c) mp3; or
 - (d) Braille; and
 - (ii) if it must be an original document, differs from the relevant original only in the ways contemplated in this instrument.

14-1067

Conditions

The following conditions apply:

5. The following statement is included at the commencement and end of the accessible format copy:

"This reproduction has been prepared by the Commonwealth of Australia for the sole purpose of assisting print disabled persons to understand the Medibank Private Share Offer Prospectus. This reproduction does not constitute an invitation to purchase Medibank Private shares.

No application form is provided in this reproduction. Applications for Medibank Private shares may only be made by completing an application form attached to or accompanying a paper version of the Prospectus or by completing the application form contained on the website, www.medibankprivateshareoffer.com.au. When requesting this reproduction, you elected for a copy of the paper version of the Prospectus to be sent to you. The Medibank Private Share Offer Prospectus has been lodged with the Australian Securities & Investments Commission (ASIC).

Due to the fact that a reproduction of this nature cannot faithfully reproduce certain features of a written document, there may be material differences between this reproduction and the paper version of the Medibank Private Share Offer Prospectus lodged with ASIC. Accordingly, you must rely only on the paper version of the Medibank Private Share Offer Prospectus provided to you or the electronic version contained on the website, www.medibankprivateshareoffer.com.au in applying for Medibank Private shares. You should also consult a stockbroker or financial adviser before investing in Medibank Private shares."

6. The accessible format copy contains the same information (and no other information) in the same sequence as is contained in the lodged copy except for any of the following:
- (a) differences required by this instrument;
 - (b) immaterial differences in the arrangement of the information presented; and
 - (c) differences between the accessible format copy and the lodged copy such as transcribers notes necessitated by the fact that the accessible format copy is prepared in a form to facilitate speech and/or Braille access by print disabled persons.
7. No application form is to be contained in the accessible format copy.
8. The Commonwealth provides to ASIC before issuing the accessible format copy:

14-1067

- (a) a complete and unaltered print out of the accessible format copy;
 - (b) a copy of the computer disk containing the accessible format copy; and
 - (c) a copy of the audio tape containing the accessible format copy.
9. The Commonwealth takes reasonable steps to:
- (a) ensure that any person who requests the accessible format copy receives the application form attached to or accompanying the lodged copy, as well as the lodged copy; and
 - (b) protect the information contained in the accessible format copy from alteration in any manner by any person.
10. The Commonwealth does not accept a completed application form if there is reason to believe that the investor did not either:
- (a) receive a complete and unaltered application form which was attached to or accompanied by a complete and unaltered lodged copy; or
 - (b) access the application form contained on the website, www.medibankprivateshareoffer.com.au.
11. The Commonwealth must keep for seven years records adequate to demonstrate that the Commonwealth has complied with the conditions of this instrument.

Interpretation

print disabled person means a person who cannot read or has difficulty reading printed text because they are:

- (a) a blind person;
- (b) a person suffering severe impairment of his or her sight;
- (c) a person unable to hold or manipulate books or to focus or move his or her eyes;
- (d) a person suffering from a perceptual handicap;
- (e) have a learning disability such as dyslexia; or
- (f) have literacy difficulties.

Dated this 17th day of October 2014



Signed by Sebastian Strykowski
as a delegate of the Australian Securities and Investments Commission

14-1075

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) – Revocation and
Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-1075.

Commencement

3. This instrument commences on 20 October 2014.

Declarations

4. Chapter 6 of the Act applies to Australian Careers Network Limited ACN 168 592 434 (*the Company*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”.
5. Chapter 6C of the Act applies to the Company as if section 671B (as notionally varied by Class Order [CO 13/520]) were further modified or varied by inserting:

“671BA Escrow Agreements

For the purposes of section 671B and the definition of *substantial holding* in section 9, a body corporate has a relevant interest in securities if the body corporate would have a relevant interest in the securities but for subsection 609(13A).”.

Where this instrument applies

6. This instrument applies in relation to relevant interests the Company has in the securities of the Company (*Escrowed Securities*) merely because it has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with each *Security Holder* in connection with the proposed admission of the

14-1075

Company's securities to the official list of the Australian Securities Exchange (ASX) where each Escrow Arrangement:

- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
- (b) in the case of a takeover bid (including a proportional takeover bid):
 - (i) allows each Security Holder to accept into the Takeover Bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
 - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
- (d) terminates on the date that is 24 months from the date on which the Escrowed Securities are quoted on the ASX in respect of the Escrow Arrangement with Prakash Charan;
- (e) terminates on the earlier of the date that is 24 months from the date on which the Escrowed Securities are quoted on the ASX and the cessation of Ivan Brown's employment as Managing Director of the Company in respect of 17,944,445 Escrowed Securities and terminates on the earlier of the date that is 12 months from the date on which the Escrowed Securities are quoted on the ASX and the cessation of Ivan Brown's employment as Managing Director of the Company in respect of all other Escrowed Securities held by IBT Holdings Pty Ltd ACN 157 759 138 as trustee for IBT Holdings Trust at the time the Escrowed Securities are quoted on the ASX in accordance with the Escrow Arrangement with IBT Holdings Pty Ltd ACN 157 759 138 as trustee for IBT Holdings Trust; and
- (f) is substantially in the same form as the draft agreement provided to ASIC on 26 September 2014 and 17 October 2014.

Interpretation

7. In this instrument *Security Holder* means any of the following persons who hold shares in the Company:
 - i. Prakash Charan
 - ii. IBT Holdings Pty Ltd ACN 157 759 138 as trustee for IBT Holdings Trust.

14-1075

Revocation

8. ASIC Instrument [14/1018] is revoked effective 20 October 2014.

Dated this 20th day of October 2014



Signed by Sebastian Strykowski
as a delegate of the Australian Securities and Investments Commission

14-1078

**Australian Securities and Investments Commission
Corporations Act 2001 - Paragraphs 741(1)(a), 741(1)(b) and 911A(2)(l) - Exemptions
and Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-1078.

Commencement

3. This instrument commences on gazettal.

Exemption

4. Indivior is exempt from compliance with Parts 6D.2 and 6D.3 of the Act in relation to the Offer.
5. Indivior and Reckitt Benckiser are exempt from the requirement to hold an Australian financial services licence.

Declaration

6. Chapter 6D of the Act applies to holders of securities in Indivior (*Shareholder*) as if section 707 of the Act were modified or varied by omitting subsections 707(3) and (4) and substituting:

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

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

and section 708 or 708A does not say otherwise.

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

14-1078

Where this instrument applies

7. The exemption in paragraph 4 applies in relation to the Offer.
8. The exemption in paragraph 5 applies to the provision or giving of financial product advice where that advice is both:
 - (a) general advice; and
 - (b) contained in a document that is:
 - (i) a prospectus for Indivior prepared pursuant to the rules of the United Kingdom Listing Authority in connection with the shares to be issued pursuant to the Dividend in specie; or
 - (ii) a circular prepared pursuant to the rules of the United Kingdom Listing Authority for the purposes of the general meeting of Reckitt Benckiser called to approve the Dividend in specie.
9. The declaration in paragraph 6 applies in relation to a Shareholder and where the offer for sale of a share in Indivior occurs within 12 months from the date of issue of the share pursuant to the Dividend in specie.

Interpretation

10. In this instrument:

Dividend in specie means the dividend in specie to be effected by Reckitt Benckiser on the terms provided to ASIC on 3 September 2014 as a result of which Reckitt Benckiser shareholders are to receive shares in Indivior in proportion to their shareholdings in Reckitt Benckiser.

general advice has the meaning given by subsection 766B(4) of the Act.

Indivior means Indivior plc, a company incorporated under the laws of England and Wales.

Offer means the offer for issue of new shares in Indivior pursuant to the Dividend in specie.

Reckitt Benckiser means Reckitt Benckiser Group plc, a company incorporated under the laws of England and Wales.

Dated this 22nd day of October 2014



Signed by Terence Kouts
as a delegate of the Australian Securities and Investments Commission

14-1080

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [14-1080].

Commencement

3. This instrument commences on 22 October 2014.

Declaration

4. Chapter 6D of the Act applies to an offer under a rights issue to shareholders of Stream Group Limited ACN 010 597 672 (the *Company*) as if paragraph 708AA(2)(c) of the Act were modified by deleting the words "5 days" and substituting the words "63 days".

Where this instrument applies

5. This instrument applies to an offer under a rights issue to shareholders of the Company in the period between the date of this instrument and 28 November 2014.

Dated this 22nd day of October 2014



Signed by Sarah-Jane Farlow
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

14-1083

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Gryphon Partners Advisory Pty Ltd
ACN 133 870 096 ("the Licensee")
Level 1
345 George Street
Sydney NSW 2000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 342760 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated this 22 October 2014

Signed

A handwritten signature in black ink, appearing to be 'JK' followed by a long horizontal stroke.

Joyce Krashow
A delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this twenty-fourth day of October 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

GEOMECHANICS INTERNATIONAL, INC.

092 815 015

PREMIER CAPITAL (CHINA) LIMITED

147 200 646

CORPORATIONS ACT 2001

Section 601CL(4)

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

Dated this twenty-fourth day of October 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

ALLEGHENY TECHNOLOGIES INTERNATIONAL, INC.

007 507 799

BOGE COMPRESSORS LIMITED

120 208 308

FIDELITY INTERNATIONAL RESOURCE MANAGEMENT, INC.

060 952 641

INTERNATIONAL ACCIDENT VICTIMS LOANS LIMITED

133 081 017

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 twenty-fourth day of October 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

FESTIVAL OF FAITH INC.

ARBN

123 299 650

CORPORATIONS ACT 2001

Subsection 601AB(3) & 601PB(3)

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

Dated this twenty-fourth day of October 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

SHASTA INVESTMENTS (QLD) PTY LTD

ACN

121 015 530

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.

CAIRNTON HOLDINGS LIMITED

ACN 008 394 134 will change to a proprietary company limited by shares. The new name will be CAIRNTON HOLDINGS PTY LIMITED
ACN 008 394 134.

CONSOLIDATED PRESS HOLDINGS LIMITED

ACN 008 394 509 will change to a proprietary company limited by shares. The new name will be CONSOLIDATED PRESS HOLDINGS PTY LIMITED
ACN 008 394 509.

ELAVERTA PTY LTD ACN 152 551 365 will change to a public company limited by shares. The new name will be ELAVERTA LIMITED
ACN 152 551 365.

ENERGY CORP INTERNATIONAL LIMITED

ACN 162 120 505 will change to a proprietary company limited by shares. The new name will be ENERGY CORP INTERNATIONAL PTY LTD
ACN 162 120 505.

SAMENIC LIMITED ACN 066 234 900 will change to a proprietary company limited by shares. The new name will be SAMENIC PTY LIMITED
ACN 066 234 900.

CONSOLIDATED PRESS (FINANCE) LTD

ACN 001 557 035 will change to a proprietary company limited by shares. The new name will be CONSOLIDATED PRESS (FINANCE) PTY LTD
ACN 001 557 035.

DCF ENTERTAINMENT PTY LTD

ACN 601 473 312 will change to a public company limited by shares. The new name will be DCF ENTERTAINMENT LIMITED
ACN 601 473 312.

EMANDAR GROUP FINANCE LTD

ACN 163 611 783 will change to a proprietary company limited by shares. The new name will be EMANDAR GROUP FINANCE PTY LTD
ACN 163 611 783.

PROCENSOL AUSTRALIA LTD.

ACN 602 161 544 will change to a proprietary company limited by shares. The new name will be PROCENSOL AUSTRALIA PTY LTD
ACN 602 161 544.

SUMMIT CAPITAL LTD ACN 159 075 260 will change to a proprietary company limited by shares. The new name will be SUMMIT CAPITAL GROUP PTY LTD
ACN 159 075 260.