



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette  
No. A12/14, Tuesday, 25 March 2014

Published by ASIC

# ASIC Gazette

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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](http://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](http://www.asic.gov.au)  
Email [gazette.publisher@asic.gov.au](mailto:gazette.publisher@asic.gov.au)

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14-0141

**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 [14-0141].

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

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

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

but only in relation to the recommendation by the person.

**Where this instrument applies**

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

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(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:

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

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

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

(a) by, or for the benefit of:

(i) employees of the body, or of the related body corporate;  
or

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

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

(i) employees of the body, or of a related body corporate;  
or

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

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

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

(i) the acquisition price in Australian dollars;

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

**Conditions**

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
- (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and

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- (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:

- (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;



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- (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 Kellogg Company 2013 Long-Term Incentive Plan (under which the performance rights are referred to as restricted share units), the terms of which are substantially in the same form as those provided to ASIC on 26 February 2014; and
- (d) *issuer* means Kellogg Company, a body corporate incorporated under the laws of the State of Delaware, United States of America, and any related body corporate.

Dated this 14<sup>th</sup> day of March 2014



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

14-0175

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0175.

**Commencement**

3. This instrument commences on gazettal.

**Exemption**

4. DBS Vickers Securities (Singapore) Pte Ltd, a company incorporated in the Republic of Singapore (ARBN 126 715 240) (*Company*) is exempt from the requirement to hold an Australian financial services licence in relation to the provision of financial services specified in paragraph 1 of Schedule B of the class order in this jurisdiction to wholesale clients.

**Where this instrument applies**

5. This instrument applies where the Company meets the requirements specified in Schedules A (except for paragraphs (d), (e) and (f)) and B of the class order.

**Conditions**

6. The Company must take reasonable steps to comply with the requirements specified in Schedule C of the class order.

**Where this instrument ceases to apply**

7. This instrument ceases to apply if both of the following are satisfied:
  - (a) the Company becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C of the class order;



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- (b) the Company has not provided full particulars of the failure to ASIC (to the extent that the Company knows those particulars or would have known them if it had undertaken reasonable enquiries) within 15 business days after the Company became so aware or should reasonably have become so aware.

**Interpretation**

8. In this instrument:

*class order* means ASIC Class Order CO 03/1102 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*.

*wholesale client* has the meaning given by section 761G of the Act.

Dated this 18<sup>th</sup> day of March 2014



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

14-0179

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [14-0179].

**Commencement**

3. This instrument commences on 11 March 2014.

**Declaration**

4. Chapter 6D of the Act applies to Commonwealth Bank of Australia ACN 123 123 124 (*CBA*), ASB Bank Limited (*ASB*) (a body incorporated under the laws of New Zealand), a body (the *NOHC*) that becomes the holding company of CBA as a result of a compromise or arrangement under Part 5.1 approved at a meeting held as a result of an order made under subsection 411(1) or (1A), a person who holds securities in CBA and a person who holds securities in the NOHC as if:

- (a) the definition of *continuously quoted securities* in section 9 of the Act, as notionally modified by ASIC Class Order [CO 10/322], were further modified or varied by omitting “prospectus or Product Disclosure Statement or notice given under paragraph 708A(12C)(e) or 1012DA(12C)(e)” (twice occurring), and substituting “prospectus, Product Disclosure Statement or notice given under paragraph 708A(12C)(e), 708A(12G)(e) or 1012DA(12C)(e)”; and
- (b) section 708A, as notionally modified by ASIC Class Orders [CO 08/35] and [CO 10/322], were further modified or varied as follows:
  - (i) in paragraph (1)(a) omitting “(11), (12), (12A) or (12C),” and substituting “(11), (12), (12A), (12C) or (12G),”; and
  - (ii) after notional subsection (12F) (as inserted by ASIC Class Order [CO 10/322]) inserting:

*“Sale offer of certain securities issued on conversion of convertible notes*

- (12G) The sale offer does not need disclosure to investors under this Part if:
- (a) the relevant securities:
    - (i) were issued by reason of the conversion of convertible notes; and
    - (ii) are either listed entity securities or NOHC securities; and

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- (b) on the day on which a notice in relation to the convertible notes was given under paragraph (e):
    - (i) securities in the same class as the listed entity securities were continuously quoted securities; and
    - (ii) there was no determination under subsection 713(6) in force in respect of the listed entity; and
  - (c) trading in securities in the class of listed entity securities on the prescribed financial market on which they are quoted was not suspended for more than a total of 5 days during the shorter of the period during which the class of listed entity securities were quoted, and the period of 12 months before the day on which the convertible notes were issued; and
  - (d) the conversion of the convertible notes did not involve any further offer; and
  - (e) the listed entity and note issuer jointly gave the relevant market operator for the listed entity a notice that complied with subsection (12H) on the same day as, or within 2 business days before, the day on which the convertible notes were issued.
- (12H) A notice complies with this subsection if:
- (a) the notice contains the following information:
    - (i) for the convertible notes – the information required by subsection 713(2); and
    - (ii) for the listed entity securities – the information required by subsections 713(2) to (5);as if the notice were a prospectus; and
  - (b) the information in the notice is worded and presented in a clear, concise and effective manner; and
  - (c) where the notice includes a statement by a person, or a statement said in the notice to be based on a statement by a person:
    - (i) the person has consented to the statement being included in the notice in the form and context in which it is included;
    - (ii) the notice states that the person has given this consent; and
    - (iii) the person has not withdrawn this consent before the notice is given to the relevant market operator.

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(12I) If the listed entity and note issuer jointly give a notice under paragraph (12G)(e) in relation to convertible notes, each financial report or directors' report required under section 298 of the listed entity or if the listed entity is a subsidiary of a NOHC, the NOHC, in relation to a financial year during which those convertible notes were on issue must contain the following information:

- (a) the:
  - (i) number of convertible notes in that class that have not converted as at the end of the financial year; and
  - (ii) number of listed entity securities or NOHC securities into which the convertible notes will convert; and
  - (iii) price (if any) to be paid on conversion; and
  - (iv) circumstances in which conversion may occur; and
- (b) the remaining liability of the note issuer to make payments under convertible notes in that class as at the end of the financial year; and
- (c) the average conversion price (if any) paid for any convertible notes in that class that were converted during the financial year and the number of listed entity securities or NOHC securities into which they converted; and
- (d) any other matters relating to the convertible notes that holders of ED securities of the body (the *reporting body*) providing the financial report would reasonably require to make an informed assessment of the financial position of the reporting body and its prospects for future financial years.

(12J) The financial report and directors' report may omit material that would otherwise be included under paragraph (12I)(d) if it is likely to result in unreasonable prejudice to:

- (a) the reporting body; or
- (b) if consolidated financial statements are required – the consolidated entity or any entity (including the reporting body and, if the reporting body is the NOHC, the note issuer and the listed entity) that is part of the consolidated entity.

If material is omitted, the report must say so.

(12K) For the purposes of subsections (12G), (12H), (12I), (12J) and (12K):

*listed entity* means, in relation to convertible notes, the issuer of the securities into which the convertible notes may convert.

*listed entity* securities means securities of a listed entity.

*NOHC* means a body that becomes the holding company of a listed entity as a result of a compromise or arrangement under Part 5.1

14-0179

approved at a meeting held as a result of an order made under subsection 411(1) or (1A).

**NOHC securities** means securities of a NOHC.

**note issuer** means, in relation to convertible notes, the issuer of the notes.”

**Where this instrument applies**

5. This instrument applies to an offer of securities in CBA or the NOHC for sale by a holder of the securities where:
- (a) the securities were issued by reason of the conversion of convertible notes issued by ASB and:
    - (i) immediately after conversion the securities were continuously quoted securities of CBA; or
    - (ii) both the following are satisfied:
      - (A) immediately after conversion the securities were quoted ED securities of the NOHC; and
      - (B) ordinary shares in CBA were continuously quoted securities at the time the NOHC became the holding company of CBA; and
  - (b) the convertible notes were issued by ASB on or about 17 April 2014; and
  - (c) the offers of convertible notes did not require disclosure to investors under Part 6D.2 of the Act; and
  - (d) the terms of the convertible notes are substantially the same as the terms provided to ASIC on 11 March 2014.

Dated this 11<sup>th</sup> day of March 2014



Signed by Yu-chin Hsu  
as a delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

**14-0182**

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

**Notice of Cancellation of an Australian Financial Services Licence**

TO: Forex Capital Management Pty Ltd  
ACN 145 511 020 ("the Licensee")  
Last notified principal place of business:  
49 Malvern Avenue  
MANLY NSW 2095

Pursuant to paragraph 915B(3)(b) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 409617 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 14<sup>th</sup> March 2014

Signed  .....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission





ASIC

Australian Securities &amp; Investments Commission

14-0183

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

**Notice of Cancellation of an Australian Financial Services Licence**

TO: Alliance RE Ltd  
ACN 091 210 785 ("the Licensee")  
Last notified principal place of business:  
203 South Terrace  
SOUTH FREMANTLE WA 6162

Pursuant to section 915B(3)(a) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 227927 held by the Licensee, with effect from the date of this notice.

Dated 14<sup>th</sup> March 2014

Signed   
.....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

**14-0184**


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

**Notice of Cancellation of an Australian Financial Services Licence**

TO: P.I.A. Finance Pty Ltd  
ACN 086 319 164 ("the Licensee")  
Last notified principal place of business:  
4 Bank Place  
MELBOURNE VIC 3000

Pursuant to section 915B(3)(a) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 247155 held by the Licensee, with effect from the date of this notice.

Dated *14<sup>th</sup> March 2014*

Signed   
.....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

**14-0187**

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

**Notice of Cancellation of an Australian Financial Services Licence**

TO: Whittaker MacNaught Pty Ltd  
ACN 009 793 971("the Licensee")  
11 Harbour 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 246519 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated this 18<sup>th</sup> day of March 2014

Signed .....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

**14-0188**

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

**Notice of Cancellation of an Australian Financial Services Licence**

TO: Shearwater Capital Group Pty Ltd  
ACN: 131 773 521("the Licensee")  
29 Edward Street  
Woollahra NSW 2025

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 334669 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 14<sup>th</sup> day of March 2014

Signed .....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission

14-0189

**NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001**

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 12 March 2014

**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION****IN THE MATTER OF PHILIP GREGORY SPARK****BANNING ORDER UNDER SECTIONS 920A AND 920B  
OF THE CORPORATIONS ACT 2001**

To: Mr Philip Gregory Spark

**TAKE NOTICE** that under sections 920A(1) and s920B(2) of the Corporations Act 2001 the Australian Securities & Investments Commission prohibits Philip Gregory Spark from providing any financial services permanently.

Dated this 5<sup>th</sup> day of March 2014

Signed:  .....

John Mazurkiewicz  
Delegate of the Australian Securities &  
Investments Commission

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

14-0190

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraph 992B(1)(c) — Declaration**

Under paragraph 992B(1)(c) of the Corporations Act 2001 ("the Act"), the Australian Securities and Investments Commission ("ASIC") revokes ASIC instrument 06/0208.

Under paragraph 992B(1)(c) of the Act, ASIC declares that Part 7.8 of the Act applies to the person specified in Schedule A as if Division 6 of Part 7.8 of the Act was modified or varied as follows:

1. in paragraph (a) of the definition of *financial year* in section 989A, omit "30 June" and substitute "31 December"; and
2. in paragraph 989D(1)(a), omit "2 months" and substitute "4 months".

**Schedule A**

The financial services licensee who:

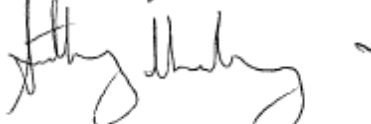
- (a) is a partnership of Australian Power Partners B.V. ARBN 075 477 208, Hazelwood Churchill Pty Limited ACN 164 079 403, Hazelwood Pacific Pty Limited ACN 074 351 376, National Power Australia Investments Limited ARBN 075 257 537; and
- (b) holds Australian financial services licence number 247023; and
- (c) trades under the business name Hazelwood Power.

**Interpretation**

In this instrument:

*person* has the meaning affected by section 761F of the Act.

Dated this 14<sup>th</sup> day of March 2014



Signed by Anthony Mackay  
as a delegate of the Australian Securities and Investments Commission



14-0194

**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 [14-0194].

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

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

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

**Where this instrument applies**

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

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

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

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

(a) by, or for the benefit of:

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

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

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

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

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

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

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

**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

14-0194

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

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

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

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

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

### Interpretation

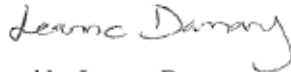
10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the MeadWestvaco Corporation 2005 Performance Incentive Plan as amended and restated on 25 February 2013 (under which the performance rights are referred to as restricted stock units), the terms of which are substantially in the same form as those provided to ASIC on 7 March 2014; and

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

Dated this 17<sup>th</sup> day of March 2014



Signed by Leanne Damary  
as a delegate of the Australian Securities and Investments Commission



14-0195

**NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001**

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 13 March 2014

**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION****IN THE MATTER OF ARDEN RODRICK WITTENSLEGER****BANNING ORDER UNDER SECTIONS 920A AND 920B  
OF THE CORPORATIONS ACT 2001**

To: Arden Rodrick Wittensleger

**TAKE NOTICE** that under sections 920A(1) and s920B(2) of the Corporations Act 2001 the Australian Securities & Investments Commission prohibits Arden Rodrick Wittensleger from providing any financial services permanently.

Dated this 5<sup>th</sup> day of March 2014

Signed: 

John Mazurkiewicz  
Delegate of the Australian Securities &  
Investments Commission

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



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ASIC

Australian Securities & Investments Commission

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

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** First Tuesday Racing Pty Ltd  
ACN 106 742 232 ("the Licensee")  
63 Stead St  
SOUTH MELBOURNE  
VIC 3205

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 292717 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 18 March 2014

Signed .....

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

14-0202

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0202.

**Commencement**

3. This instrument commences on 17 March 2014.

**Declaration**

4. Chapter 6 of the Act applies to Asia Minerals Corporation Limited ACN 146 588 507 (*AMC*) as if items 11 and 12 of the table in subsection 633(1) of the Act were modified or varied by omitting the words “no later than 15 days” and substituting them with “no later than 51 days”.

**Where this instrument applies**

5. The declaration in paragraph 4 applies where:
  - (a) Brighton Mining Group Limited ACN 140 818 686 (*BTN*) has made an off-market takeover bid for all the ordinary shares in AMC in respect of which a bidder's statement was lodged with ASIC on 4 February 2014; and
  - (b) BTN has made a concurrent off-market takeover bid for all the ordinary shares in Brighton Mining Limited ACN 117 493 160 in respect of which a bidder's statement was lodged with ASIC on 4 February 2014.

Dated this 17<sup>th</sup> day of March 2014



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

14-0207

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0207.

**Commencement**

3. This instrument commences on 18 March 2014.

**Exemption**

4. Lenark Pty Ltd ACN 123 715 962 (*Lenark*) does not have to comply with subsections 606(1) and 606(2) of the Act.

**Where this instrument applies**

5. This instrument applies where:
  - (a) Lenark acquires a relevant interest in voting shares of Atrum Coal NL ACN 153 876 861 (*Atrum*) on or after the date of this instrument and no later than 13 May 2014 (*Acquisition*);
  - (b) throughout the 6 months before the Acquisition, Lenark would have had a voting power in Atrum of at least 19% if Atrum had not issued securities as announced by Atrum to ASX Limited ACN 008 624 691 pursuant to Appendix 3B notice dated 14 November 2013; and
  - (c) as a result of the Acquisition, Lenark will not have voting power in Atrum more than 3 percentage points higher than it had 6 months before the Acquisition.

Dated this 18<sup>th</sup> day of March 2014



Signed by Allan Erceg  
as a delegate of the Australian Securities and Investments Commission



14-0208

**ASIC**

Australian Securities &amp; Investments Commission

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

**Notice of Cancellation of an Australian Financial Services Licence**

**TO:** BlackRock Asset Management Australia Limited  
ACN 001 804 566 ("the Licensee")  
Level 43, Grosvenor Place  
225 George Street  
Sydney NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 225398 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 19 March 2014

Signed .....

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

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

CORPORATIONS ACT 2001

Subsection 601PA(3)

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

Dated this twenty-first day of March 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

**ARSN**

AVEO GROUP TRUST

099 648 754

LOWELL RESOURCES FUND NO.2

153 330 977

MACQUARIE INFRASTRUCTURE AND REAL ASSETS TRUST

135 007 199

MACQUARIE PARK TRUST

116 396 804

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CORPORATIONS ACT 2001

Subsection 601PB(2)

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

Dated this twenty-first day of March 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

**ARSN**

ABERDEEN CASH FUND	088 903 995
GWA ASSET MANAGEMENT WORLD FUND	149 076 942
IRONBARK QSI GLOBAL SHARES FUND	146 426 057
PERENNIAL WESTERN ASSET MANAGEMENT GLOBAL BOND TRUST	093 699 499
PERPETUAL SECURED PRIVATE DEBT FUND NO.3	154 557 641
ROSEDALE TRUST	121 041 638
TEYS STRATA MORTGAGE TRUST	108 137 195
8IP CHINA FUND	151 118 026

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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-first day of March 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

CONSTELLATION BRANDS, INC.

103 442 646

FUSION LEARNING LIMITED

125 977 522

MD-SPA SOURCE LTD

161 365 493

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CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this twenty-first day of March 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

ITT FLUID TECHNOLOGY INTERNATIONAL, INC.

151 309 741

XICATO EUROPE LIMITED

165 737 011

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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.

**CITY OF BRISBANE ARTS AND ENVIRONMENT LTD** ACN 084 763 253 will change to a proprietary company limited by shares. The new name will be **BCC SHELF ONE PTY LTD** ACN 084 763 253.

**GLOBAL OIL SHALE (AUSTRALIA) LTD** ACN 096 739 454 will change to a proprietary company limited by shares. The new name will be **GLOBAL OIL SHALE (AUSTRALIA) PTY LTD** ACN 096 739 454.

**INTERPAYMENT AUSTRALIA LTD.** ACN 052 519 669 will change to a proprietary company limited by shares. The new name will be **INTERPAYMENT AUSTRALIA PTY LIMITED** ACN 052 519 669.

**MEMBERS EQUITY BANK PTY LIMITED** ACN 070 887 679 will change to a public company limited by shares. The new name will be **MEMBERS EQUITY BANK LIMITED** ACN 070 887 679.

**SHORTCUTS SOFTWARE LIMITED** ACN 069 479 090 will change to a proprietary company limited by shares. The new name will be **SHORTCUTS SOFTWARE PTY LTD** ACN 069 479 090.

**TIMBER & BUILDING MATERIALS ASSOCIATION (QLD) LTD** ACN 097 975 105 will change to a proprietary company limited by shares. The new name will be **TIMBER & BUILDING MATERIALS ASSOCIATION (QLD) PTY LTD** ACN 097 975 105.

**TRANZACT FINANCIAL SERVICES LIMITED** ACN 089 997 731 will change to a proprietary company limited by shares. The new name will be **TRANZACT FINANCIAL SERVICES PTY LIMITED** ACN 089 997 731.

**FUTURO FOUNDATION LTD.** ACN 149 625 490 will change to a proprietary company limited by shares. The new name will be **FUTURO FOUNDATION PTY LTD** ACN 149 625 490.

**GLORYFIRE INTERNATIONAL MINISTRIES LIMITED** ACN 087 580 765 will change to a proprietary company limited by shares. The new name will be **FAYLENE SPARKES MINISTRIES PTY LTD** ACN 087 580 765.

**KUDOS KNOWLEDGE LTD** ACN 143 646 548 will change to a proprietary company limited by shares. The new name will be **KUDOS KNOWLEDGE PTY LTD** ACN 143 646 548.

**SERVICES UNE LIMITED** ACN 065 648 419 will change to a proprietary company limited by shares. The new name will be **SERVICES UNE PTY LTD** ACN 065 648 419.

**SPORT UNE LIMITED** ACN 138 308 899 will change to a proprietary company limited by shares. The new name will be **SPORT UNE PTY LTD** ACN 138 308 899.

**TRANZACT CONSULTING LIMITED** ACN 058 305 525 will change to a proprietary company limited by shares. The new name will be **TRANZACT CONSULTING PTY LIMITED** ACN 058 305 525.

**TRANZACT INVESTMENT SERVICES LIMITED** ACN 096 150 800 will change to a proprietary company limited by shares. The new name will be **TRANZACT INVESTMENT SERVICES PTY LIMITED** ACN 096 150 800.