



ASIC

Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

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

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13-1126

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Almond Orchards Australia Pty Ltd
ACN 089 408 435 ("the Licensee")
550 Bourke Street
MELBOURNE
VIC 3000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 240292 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 16th day of December 2013

A handwritten signature in black ink, appearing to be 'JK' with a long, sweeping underline.

Signed

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

13-1554

Australian Securities and Investments Commission
Corporations Act 2001 – 1020F(1)(a) Exemption

Enabling Legislation

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

Title

2. This instrument is ASIC instrument 13-1554

Commencement

3. This instrument commences on 16 December 2013

Exemption

4. JPM does not have to comply with subsection 1020B(2) of the Act in relation to a sale (the *exempt sale*) of securities.

Where exemption applies

5. The exemption applies where:
 - a. JPM is a borrower of securities under a securities lending arrangement with a lender on terms under which:
 - i. JPM is obliged to vest property (which may include securities (*collateral securities*)) in the lender or a person (*nominated person*) nominated by the lender as collateral for securing the obligations of JPM under the arrangement;
 - ii. in relation to any collateral securities that have been vested, JPM has a right to recall the collateral securities or equivalent securities from the lender or the nominated person and, on exercise of that right, to have the collateral securities or equivalent securities vested in JPM by a specified time;

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- b. at the time JPM purports to vest the collateral securities in the lender or the nominated person under the securities lending arrangement, JPM has a presently exercisable and unconditional right to vest the collateral securities in the lender or the nominated person; and
- c. the exempt sale is a bona fide sale by JPM of the collateral securities or equivalent securities in circumstances where, at the time of the sale, JPM does not have a presently exercisable and unconditional right to vest the collateral securities or equivalent securities in a buyer.

Condition

- 6. JPM must take all reasonable steps to exercise their right to recall the collateral securities or equivalent securities under the securities lending arrangement and to have the securities vested in JPM to enable JPM to vest, by the following times, the securities in a buyer to which the exempt sale relates:
 - a. where the sale is subject to the operating rules of a clearing and settlement facility – by the time required by those rules;
 - b. otherwise – by the time agreed by JPM and the buyer.

Interpretation

- 7. In this instrument:

securities lending arrangement means

- a. an arrangement under which:
 - i. one entity (the *lender*) agrees that it will:
 - A. deliver particular securities to another entity (the *borrower*) or to an entity nominated by the borrower; and
 - B. vest title in those products in the entity to which they are delivered; and
 - ii. the borrower agrees that it will, after the lender does the things mentioned in paragraph (i):
 - A. deliver the securities (or equivalent securities) to the lender or to an entity nominated by the lender; and
 - B. vest title in those securities (or equivalent securities) in the entity to which they are delivered; or
- b. an arrangement under which:

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- i. securities are held by one entity (the *borrower*) or an entity nominated by the borrower, on behalf of another entity (the *lender*); and
- ii. the lender agrees that the borrower may deal in the securities on its own behalf or on behalf of a person; and
- iii. the borrower agrees that it will at some future time:
 - A. deliver the securities (or equivalent securities) to the lender or to an entity nominated by the lender; and
 - B. vest title in those securities (or those equivalent securities) in the entity to which they are delivered.

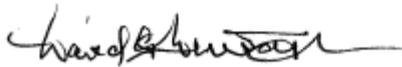
security includes a managed investment product.

sell has a meaning affected by subsection 1020B(7) of the Act.

JPM means:

- a. J.P. Morgan Securities Australia Limited (ACN 003 245 234)
- b. J.P. Morgan Clearing Corp (ARBN 109 292 917)
- c. J.P. Morgan Securities plc

Dated this 16th day of December 2013



Signed by David Dworjanyn, as a delegate of the Australian Securities and Investments Commission

13-1583

**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 (Act)*.

Title

2. This instrument is ASIC Instrument 13-1583.

Commencement

3. This instrument commences on 12 December 2013.

Exemption

4. Atlassian UK does not have to comply with subsection 715(2) of the Act.

Where this instrument applies

5. This instrument applies in relation to an offer of securities by Atlassian UK under the OIS to employees of Atlassian Australia and any related body corporate of Atlassian Australia.

Conditions

6. Atlassian UK can only rely on the exemption in paragraph 4 of this instrument if it complies with the following conditions:
 - (a) the OIS includes:
 - (i) an audited financial report of Atlassian Australia for the 12 month period ended 30 June 2013;
 - (ii) an unaudited pro-forma consolidated annual financial report of Atlassian UK as at 30 June 2013, as if Atlassian UK had indirectly acquired all the securities in Atlassian Australia on 1 July 2012;
 - (iii) a statement to the effect that Atlassian UK has no operations of its own; and
 - (iv) an explanation of the nature and effect of this instrument;
 - (b) Atlassian UK makes its first offer of securities under the OIS by no later than 28 February 2014; and

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- (c) the expiry date of the OIS is 31 January 2015.

Interpretation

7. In this instrument:

- (a) *Atlassian Australia* means Atlassian Corporation Pty Limited ACN 122 325 777.
- (b) *Atlassian UK* means Atlassian Corporation Plc, a foreign company incorporated under the laws of the United Kingdom (company number 8776021).
- (c) *OIS* means an offer information statement in respect of Atlassian UK lodged with ASIC by 28 February 2014.

Dated this 12th day of December 2013



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

13-1584

Australian Securities & Investments Commission**Notice of Cancellation of Australian Financial Services Licence**

To: Lateral Thinking Pty Ltd
ACN 106 073 929
C/o RI Mount Waverley
Suite 1, Level 1
427 Blackburn Road
Mount Waverley VIC 3149

TAKE NOTICE that under s915C(1) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission (ASIC) hereby cancels Australian financial services licence number 287975 held by Lateral Thinking Pty Ltd ACN 106 073 929.

Under s915H of the Act, ASIC specifies that the licence continues in effect as though the cancellation had not happened for the purposes of s912A(1)(g) of the Act to the extent that it requires Lateral Thinking Pty Ltd to have a dispute resolution scheme complying with s912A(2)(b).

Dated this 28th day of November 2013.

Signed 

Kate Dlužniak
Delegate of the Australian Securities & Investments Commission

13-1585

**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 13-1585.

Commencement

3. This instrument commences on 12 December 2013.

Declaration

4. Chapter 6D of the Act applies to any holder of Atlassian UK Depository Shares who makes an offer of those Atlassian UK Depository Shares for sale as if Part 6D.2 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 sections 708 or 708A does not say otherwise.

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

Where this instrument applies

5. The declaration in paragraph 4 of this instrument only applies to an offer of Atlassian UK Depository Shares for sale, where those Atlassian UK Depository Shares were issued by the Depository:

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- (a) without disclosure to investors under Part 6D.2 because subsection 708(17) applied; and
- (b) pursuant to the Share Schemes, or following the exercise of options granted pursuant to the Option Schemes, on the terms disclosed in the explanatory statement registered with ASIC by Atlassian Australia on or about 13 December 2013.

Interpretation

6. In this instrument:

- (a) *Atlassian UK* means Atlassian Corporation Plc (company number 8776021), a foreign company incorporated under the laws of the United Kingdom.
- (b) *Atlassian UK Depositary Share* means an unregistered depositary share issued by the Depositary which evidences a beneficial interest in one Atlassian UK share.
- (c) *Depositary* means The Bank of New York Mellon or its nominee.
- (d) *Option Schemes* means the proposal by Atlassian Corporation Pty Ltd ACN 122 325 777 (*Atlassian Australia*) under which options to acquire unissued shares in Atlassian Australia are to be cancelled in consideration for the issue of options to acquire unissued shares in Atlassian UK, as a result of court approved schemes of arrangement between Atlassian Australia and its creditors under Part 5.1 of the Act.
- (e) *Share Schemes* means the proposal by Atlassian Australia under which shares in Atlassian Australia are to be transferred to Atlassian Australia 2 Pty Ltd ACN 166 799 711 in consideration for:
 - (i) the issue of shares in Atlassian UK to the Depositary; and
 - (ii) the issue of Atlassian UK Depositary Shares to the holders of Atlassian Australia shares,

as a result of court approved schemes of arrangement between Atlassian Australia and its members under Part 5.1 of the Act.

Dated this 12th day of December 2013



Signed by Melissa Liu

as a delegate of the Australian Securities and Investments Commission

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In Confidence**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION****PART 9.4AA OF THE CORPORATIONS ACT
INFRINGEMENT NOTICE****To:**

Stone Resources Australia Limited
ACN 100 727 491
First Floor, 265 Great Eastern Highway
BELMONT WA 6104

TAKE NOTICE: The Australian Securities and Investments Commission (ASIC) hereby issues an Infringement Notice to Stone Resources Australia Limited ACN 100 727 491 (SHK) under subsection 1317DAC(1) of the *Corporations Act 2001* (the Act). This Infringement Notice requires SHK to:

- (i) pay a penalty to ASIC, on behalf of the Commonwealth, in the sum of \$33,000 (the Penalty).

This Infringement Notice is issued on **12 November 2013**.

DETAILS OF THE ALLEGED CONTRAVENTION**The Facts**

SHK is a gold exploration company listed on ASX Limited (ASX).

On 12 November 2012 SHK lodged with the ASX its 2012 Annual Report (the **Annual Report**). The Annual Report noted that SHK's three deposits (Alpha, Ben Hur (Epsilon) and Delta) was assessed as 266 koz contained gold in the Measured and Indicated category.

On 9 April 2013 Dr Shuang Kui Ren (**Dr Ren**), a competent person, of SKR New Investment Pty Ltd, forwarded an unsigned report titled "*Mineral Resource Estimates of Alpha, Ben Hur (Epsilon) and Delta Deposits*" dated 3 April 2013 that he had compiled (the **Unsigned Report**) to Mr Wen Hua Shan (**Mr Shan**), SHK's chief geologist. At or about 3.48pm¹ in the afternoon of 9 April 2013 Mr Shan forwarded the Unsigned Report to Mr Kai Ye Shuai, SHK's managing director and chief executor officer, and others. The Unsigned Report stated that there was a significant resource increase from the previous 266 koz contained gold in the Measured and Indicated category in the three deposits to 393 koz contained gold in the Measured and Indicated category, representing an increase of 48% in the gold reserves (the **Information**).

¹ Unless otherwise stated the time is Western Standard Time

On 10 April 2013 Dr Ren forwarded to Mr Shan the JORC consent form dated 9 April 2013. Dr Ren also forwarded to Mr Shan the signed version of the Unsigned Report (the **Final Report**) on 10 April 2013.

On 22 April 2013 SHK made an announcement to the ASX entitled "*Resources Estimates Update*" which included the following statements:

Stone Resources Australia Limited (Company) has completed a drilling program consisting of 312 RC holes, totaling 38,355 metres.

The drilling was focused on Alpha, Ben Hur and Delta Deposits.

Based on the drilling results the Company has engaged SKR New Investment Pty Limited, an independent consulting company, to complete the resources estimates update.

This has reported a significant resource increase from previous 266 koz contained gold in the Measured and Indicated category in these three deposits to 393 koz contained gold in the Measured and Indicated category, representing an increase of +48%.

The total of Measured, Indicated, and Inferred resource of these three deposits is 11.1 mt @ 1.77 g/t Au, for a contained gold of 632 koz.

Stone Resources Australia has planned to start full feasibility study to assess the viability of re-start mining and processing.

The Contravention

This Infringement Notice has been issued because ASIC has reasonable grounds to believe that SHK contravened subsection 674(2) of the Act in the period from or about 3.48pm on 9 April 2013 until 7.21pm on 22 April 2013 (when SHK made the announced the "*Resources Estimates Update*" to ASX), in that:

- (a) SHK is an entity to which s674(2) of the Act applies.
- (b) By 3.48pm on 9 April 2013, SHK was aware of the Information.
- (c) The Information was information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of securities of SHK because information that the gold reserves was significantly above previously stated figures is information which would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of SHK shares.
- (d) ASX Listing Rule 3.1 required SHK to tell ASX of the Information from about 3.48pm on 9 April 2013.
- (e) ASX Listing Rule 3.1A (the exception to ASX Listing Rule 3.1) did not apply to the Information because:

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- (i) a reasonable person would have expected the Information to be disclosed to ASX or a trading halt requested;
 - (ii) the Information was complete. Review of the Unsigned Report and Final Report revealed immaterial amendments; and
 - (iii) the Information was not confidential.
- (f) The Information was not generally available prior to 22 April 2013.

Compliance with the Infringement Notice

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

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

Effect of issue and compliance with the Infringement Notice

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

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

Effect of failure to comply with the Infringement Notice

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

- (a) ASIC may begin civil penalty proceedings against the entity under Part 9.4B of the Act seeking a declaration that SHK breached the provision specified in this Infringement Notice and a pecuniary penalty order. The size of the pecuniary penalty is not limited to the amount specified in the Infringement Notice. The Court may under Part 9.4B impose a maximum penalty in relation to the alleged contravention of up to \$1 million;
- (b) ASIC may (if applicable) begin proceedings under s1324B of the Act seeking an order that specified information be disclosed in the manner required by this Infringement Notice;
- (c) ASIC may (if applicable) make an order under s91 of the *Australian Securities and Investments Commission Act (the ASIC Act)* for recovery of expenses of its

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investigation into the breach specified in this Infringement Notice. ASIC can also bring proceedings to enforce that order; and

- (d) ASIC can make a determination under ss708A(2), 713(6), 1012DA(2) or 1013FA(3) of the Act, or accept an enforceable undertaking under s93AA of the ASIC Act and bring proceedings to enforce the undertaking: s1317DAG of the Act.

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

Withdrawal of infringement notice

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

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

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

Publication

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

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



Gai DiBartolomeo
Delegate
Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 741(1)(b), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and
1020F(1)(b) – Exemptions and Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(b), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 13-1588.

Commencement

3. This instrument commences on gazettal.

Revocation

4. This instrument revokes ASIC Instrument 12-1532.

Exemptions

5. 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.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 5, 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 5 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.
7. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 5, 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.
8. The plan trustee in its capacity as trustee for the employee share trust does not have to comply with Part 7.9 of the Act where the plan trustee:
- (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.
9. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;

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but only in relation to the recommendation by the person.

Where this instrument applies

10. This instrument applies where the issuer:

(a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:

- (i) "eligible offer" in paragraph 9 of the Interpretation; and
- (ii) "issuer" in paragraph 12 of the Interpretation; and

(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 ASX Limited ACN 008 624 691 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

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- (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
 - (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;
 - (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;

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

Conditions

11. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
- (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
 - (b) the issuer takes 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 scheme of the issuer to vest or to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;
- but disregarding any offer made, option or right acquired or share issued by way of or as a result of:
- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction;
 - (iv) an offer that did not need disclosure to investors because of section 708 of the Act;
 - (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.

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12. The plan trustee can only rely on the exemptions in this instrument if the plan trustee complies with the conditions of the class order as expressly applied to them.

Declaration

13. ASIC declares that Chapter 6D of the Act applies in relation to the issuer and the plan trustee as if subsections 707(3) and (4) were omitted. This declaration applies to any sale offer of shares that were issued or transferred in connection with an eligible incentive plan offer whether the offer occurs within 12 months after the issue of the shares.

Interpretation

14. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 10 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the RCR Tomlinson Limited Long Term Incentive Plan (under which the performance rights are referred to as Performance Rights) and the terms of which are substantially in the same form as those provided to ASIC on 5 November 2013;
- (d) *issuer* means RCR Tomlinson Limited ACN 008 898 486 and any related body corporate; and
- (e) *plan trustee* means CPU Share Plans Pty Ltd ACN 081 600 875 and any related body corporate.

Dated this 16th day of December 2013



Signed by Yuki Kobayashi
as a delegate of the Australian Securities and Investments Commission

13-1589

**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* (the *Act*).

Title

2. This instrument is ASIC Instrument [13-1589].

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 of the Act in relation to an eligible incentive plan offer because of the exemption in paragraph 4 of this instrument, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
 - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);

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- (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 of the Act in relation to an eligible incentive plan offer because of the exemption in paragraph 4 of this instrument, 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;
 - (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 NASDAQ Global Select Market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;”;

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- (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 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; 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;”;
- (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
- (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

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- (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
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with a performance right, the subject of an eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares under any other employee share scheme of the issuer 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.

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Interpretation

In this instrument:

- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order;
- (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 First Solar 2010 Omnibus Incentive Compensation Plan and the Australian Supplement (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 27 November 2013; and
- (d) *issuer* means First Solar, Inc., a company incorporated under the laws of the State of Delaware, United States of America and any related body corporate.

Dated this 12th day of December 2013

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

13-1593

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1593.

Commencement

3. This instrument commences on gazettal.

Exemptions

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

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

Where this instrument applies

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

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

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

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

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

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

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

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

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

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

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

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

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

Conditions

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

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

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

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

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

Interpretation

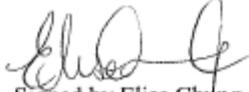
10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *Australian supplement* means the Offer Document for Australian employees and the Australian Addendum to the Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan, the terms of which are substantially in the same form as those provided to ASIC on 10 December 2013;
- (c) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (d) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan (under which the performance rights are referred to as restricted stock units), Australian supplement, Global RSU Letter and U.S. Plan Prospectus, the terms of which are substantially in the same form as those provided to ASIC on 10 December 2013 and 11 December 2013; and

13-1593

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

Dated this 13th day of December 2013



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



13-1594

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: LAZARD & CO PTY LIMITED
ACN 107 757 013("the Licensee")
Level 44, Gateway
1 Macquarie Place
Sydney, NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 267549 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 16th day of December 2013

Signed

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

13 - 1595

**Corporations (MMADX Pty Ltd) Exemption Revocation Notice 2013***Corporations Act 2001*

I, ARTHUR SINODINOS, Assistant Treasurer, make this exemption revocation under section 791C(2) of the *Corporations Act 2001*.

Dated 9/12/13 *Arthur Sinodinos*

Assistant Treasurer

Name of Notice

1. This Notice is the *Corporations (MMADX Pty Ltd) Exemption Revocation Notice 2013*.

Commencement

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

Revocation of Exemption

3. *Corporations (MMADX Pty Ltd) Exemption Notice 2012* is revoked.



13-1599

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: AHL Investments Pty Ltd
ACN: 105 265 861 ("the Licensee")
Level 23 357-363
George Street
SYDNEY NSW
2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 246786 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 16th day of December 2013

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

Signed

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



13-1601

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: AIE Fiduciary Services Pty Ltd
ACN: 103 552 683 ("the Licensee")
c/- Block Legal & Compliance
Suite 2007, Level 20, 109 Pitt Street
Sydney NSW 2001

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 227544 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 16th December, 2013.

Signed

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

13-1602

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1602.

Commencement

3. This instrument commences on signing.

Declaration

4. Chapter 6 of the Act applies to Murray Goulburn Co-operative Co. Limited ACN 004 277 089 (the *Bidder*) as if Parts 6.4 and 6.5 were modified or varied as follows:
 - (a) after subsection 617(2) insert:
 - “(2A) In addition to the securities referred to in subsection (2), the bid may also extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the conversion of, or exercise of rights attached to, options that come into existence after the date set by the bidder under subsection 633(2).”;
 - (b) in item 6 of the table in subsection 633(1) (as notionally modified by ASIC Class Order [CO 13/528]), omit “item 2.”, insert:
 - “item 2, unless the offers are made under a replacement bidder's statement lodged with ASIC in accordance with section 633A and the only difference in terms is that:
 - (c) under the terms set out in the replacement bidder's statement the bid extends to securities of the kind referred to in subsection 617(2A); and
 - (d) under the terms set out in the original bidder's statement the bid did not extend to those securities.”; and
 - (c) after paragraph 636(1)(j) insert:
 - “(ja) if the bid is to extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the conversion of, or exercise of rights attached to, options that come into existence after

13-1602

the date set by the bidder under subsection 633(2) (see subsection 617(2A))—a statement to that effect.”

Where this instrument applies

5. This instrument applies in relation to the off-market bid (*Bid*) by the Bidder for all of the ordinary shares in Warrnambool Cheese and Butter Factory Company Holdings Limited ACN 071 945 232 (*Target*) publicly announced by the Bidder on 18 October 2013 where:
- (a) the Target obtained approval for the grant of options (referred to as ‘performance rights’) to its Chief Executive Officer and Managing Director at the Target’s annual general meeting on 24 October 2013 but, as at the date set by the Bidder under subsection 633(2) in relation to the Bid (*Record Date*) had not issued those performance rights (*Conditional Performance Rights*);
 - (b) a replacement bidder’s statement (*RBS*) is lodged with ASIC in relation to the Bid that includes:
 - (i) a statement that the bid extends to any ordinary shares which are issued after the Record Date but before the end of the offer period, where those ordinary shares are issued due to the conversion of, or exercise of rights conferred by, the Conditional Performance Rights (*Newly Issued Securities*); and
 - (ii) details of the effect of the modification provided for in this instrument;
 - (c) the offer included in the RBS does not contain a defeating condition which is satisfied by reason of the issue of any Newly Issued Securities; and
 - (d) the bidder has not sought to extend its bid to any securities pursuant to the modification provided for in this instrument other than those Newly Issued Securities referred to in paragraph (b)(i).

Dated this 16th day of December 2013



Signed by Davis Zhang

as a delegate of the Australian Securities and Investments Commission

13 – 1603

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13/1603.

Commencement

3. This instrument commences on 16 December 2013.

Declaration

4. Chapter 6 of the Act applies to Saputo Dairy Australia Pty Ltd ACN 166 135 486 (the *Bidder*) as if Parts 6.6 and 6.9 were modified or varied as follows:
 - (a) after section 650E, insert:

“650EA Right to withdraw or affirm acceptance

- (1) A person who accepts an offer made under an off-market bid may withdraw or affirm their acceptance of the offer if the Panel has accepted a written undertaking from the bidder under section 201A of the ASIC Act that states that the bidder will allow persons who accept the offer made under the bid to withdraw or affirm their acceptance in accordance with this section.
- (2) Where a right to withdraw or affirm acceptances under subsection (1) arises, the bidder must:
 - (a) prepare a notice that informs people about the right to withdraw or affirm acceptances under this section and a form to be completed in order to exercise the right to withdraw or affirm;
 - (b) lodge a copy of the notice and the form with ASIC; and
 - (c) after a copy of the notice and form is lodged, give the notice and form to:
 - (i) the target; and
 - (ii) every holder of bid class securities who has accepted the offer or sent an acceptance form to the bidder as at the commencement date.
- (3) The notice and form under subsection (2) must be:

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- (a) prepared, lodged, and given to the target and persons who have accepted the bid as at the commencement date—no later than 1 business day after the commencement date; and
 - (b) given to persons who accept the bid after the commencement date by returning an acceptance form to the bidder that is dated on or before the commencement date—no later than 1 business day after the bidder receives the acceptance form.
- (4) To withdraw or affirm their acceptance, the person must give the bidder notice of the exercise of their right to withdraw, or their affirmation, by returning the form to the bidder within 10 business days of the commencement date.
- (5) If the person withdraws their acceptance, the bidder must take all reasonable steps necessary to promptly give effect to the withdrawal, including:
- (a) in relation to any of the securities to which the acceptance relates that are entered on a register or subregister of a prescribed CS facility—taking any action that the operating rules of the prescribed CS facility require in order to give effect to the withdrawal; and
 - (b) returning any documents that the person sent the bidder with the acceptance of the offer.
- (6) In this section and in section 651AA:
- commencement date* means the business day following the date on which ASIC makes a declaration under s655A(1)(b) which provides that this Chapter applies to the bidder as if this section were inserted.
- acceptance form* includes a written instruction or authority of the kind referred to in section 653AA.”

(b) after section 651A, insert:

“651AA Off-market bid—effect of withdrawal or affirmation right

- (1) If a person:
 - (a) has accepted an offer under a takeover bid; and
 - (b) is given a right under section 650EA to withdraw or affirm their acceptance;
 then the takeover contract resulting in the person’s acceptance is varied under this section.
- (2) The bidder must pay or provide the consideration for the offer:

13 – 1603

- (a) where the person has returned to the bidder the form referred to in paragraph 650EA(2)(a) indicating that the person affirms their acceptance—within 5 business days of receipt by the bidder of the form; and
- (b) in any other case—within 15 business days after the commencement date.

If the person exercises a right to withdraw their acceptance under section 650EA(3) the bidder is not required to pay or provide the consideration for the offer.”

- (c) after subsection 654A(2), insert:

“(3) Subsection (1) does not apply to a disposal of securities resulting from the bidder offering, and a person exercising, a right to withdraw their acceptance in accordance with section 650EA.”

Where this instrument applies

- 5. This instrument applies in relation to the off-market bid (*Bid*) by the Bidder for all of the ordinary shares in Warrnambool Cheese and Butter Factory Company Holdings Limited ACN 071 945 232 (*Target*) publicly announced by the Bidder on 8 October 2013 where the Bidder has offered an undertaking to the Panel that:
 - (a) is capable of acceptance in accordance with section 201A of the ASIC Act;
 - (b) is in substantially the same form as the draft undertaking provided by the Bidder to ASIC on 16 December 2013; and
 - (c) has been proposed by the Bidder during the course of Panel proceedings relating to the affairs of the Target.

Dated this 16th day of December 2013


.....

Signed by Kim Demarte

as a delegate of the Australian Securities and Investments Commission



13-1605

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Glenrock Corporate Advisory Pty Ltd
ACN: 133 149 130 ("the Licensee")
c/- 'McGregor & McGregor'
Level 4, 21 Bolton Street
Newcastle NSW 2300

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 421175 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17th December, 2013.

Signed

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

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



13-1606

ASIC

Australian Securities & Investments Commission

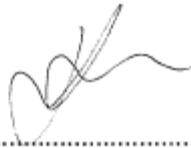
**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: C W Distributions Pty Ltd
ACN: 008 581 959 ("the Licensee")
5 Tudawali Place
Chapman ACT 2611

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 224299 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17 December, 2013.

Signed 

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



13-1607

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Associated Marine Insurers Agents Pty. Ltd.
ACN: 006 104 007 ("the Licensee")
5 Blue Street
North Sydney NSW 2060

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 235383 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17th December, 2013.

Signed

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

13-1608

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1608.

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;

13-1608

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

Where this instrument applies

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

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

“9. “eligible offer” means an offer 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 ASX Limited ACN 008 624 691 throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

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

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

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

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

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

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

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

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

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or

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

Conditions

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

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- (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 HFA Holdings Limited 2008 Employee Performance Rights Plan, the terms of which are substantially in the same form as those provided to ASIC on 4 December 2013; and
- (d) *issuer* means HFA Holdings Limited ACN 101 585 737 and any related body corporate.

Dated this 17th day of December 2013



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



13-1611

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Strategic Insurance & Risk Solutions Pty Ltd
ACN: 090 951 590 ("the Licensee")
Suite 207, 9-11 Claremont Street
South Yarra VIC 3141

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 222842 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17th December, 2013.

Signed

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

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

13-1612

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

Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) hereby exempts the person referred to in Schedule A from paragraph 601FC(1)(d) of the Act in the case specified in Schedule B on the conditions set out in Schedule C for so long as they are met.

Schedule A

UBS Global Asset Management (Australia) Ltd ACN 003 146 290 (*Responsible Entity*) in its capacity as the responsible entity of UBS IQ Research Preferred Australian Dividend Fund ARSN 161 570 574 (*Scheme*).

Schedule B

Where:

- 1 only an Authorised Participant is permitted to redeem an interest in the Scheme;
- 2 the Responsible Entity only provides to Authorised Participants and any person the Responsible Entity engages to make a market in interests in the Scheme certain information in relation to the Index or assets of the Scheme, at a time that is not more than one Trading Day before that information is made available to other members.

Schedule C

- 1 Units of the Scheme remain admitted to Trading Status as ETF securities on the financial market operated by ASX Limited ACN 008 624 691 (*ASX*) as AQUA Products under the operating rules of that financial market.
- 2 The Product Disclosure Statement for the Scheme lodged with ASIC prominently discloses and the Product Disclosure Statement provides full particulars of how the Responsible Entity may treat members of the same class differently as permitted by this instrument, including:
 - (a) the differential treatment that will apply to members who are not Authorised Participants in respect of their inability to redeem units in the Scheme; and
 - (b) the differential treatment that will apply to members who are restricted from receiving certain information in relation to scheme property of the Scheme or the constituents of the Index.

13-1612

- 3 The Product Disclosure Statement for the Scheme lodged with ASIC contains a statement to the effect that:
- (a) the investment strategy of the Scheme aims to track the index by holding scheme assets that fully replicate the Index; and
 - (b) the Responsible Entity for the Scheme, intends to make available or ensure that a third party makes available, the following information for the members of the Scheme:
 - (i) on each Trading Day, the net asset value (*NAV*) per interest in the Scheme, as at the Close of Trading on the preceding Trading Day;
 - (ii) on each Trading Day, the name of each asset of the Scheme, the percentage composition of each asset by value relative to the NAV of the Scheme, as at the Close of Trading on the preceding Trading Day; and
 - (iii) during each Trading Day, the Responsible Entity will take all reasonable steps to ensure a reasonable estimate of NAV for the Scheme, that is current to a time specified in the Product Disclosure Statement which time is no more than 15 minutes before the time the estimate is last available.

Interpretation

For the purposes of this instrument:

Authorised Participant means a Trading Participant approved by the Responsible Entity to apply for or redeem interests in the Scheme.

Close of Trading means the close of trading on a Trading Day of interests in the Scheme on the financial market on which the interests are traded.

ETF Securities has the same meaning as defined in the ASX Operating Rules as at the date of this instrument.

the *Index* is UBS Research Preferred Dividend Index that is described in the document entitled "*UBS IQ Research Preferred Australian Dividend Fund (ASX code: ETF) (ARSN 161 570 574) Product Disclosure Statement*" that is provided to ASIC on 12 April 2013.

Trading Day means a day on which Units are able to be traded on the financial market operated by ASX.

Trading Participant has the same meaning as defined in the ASX Operating Rules as at the date of this instrument.

13-1612

Trading Status has the same meaning as defined in the ASX Operating Rules as at the date of this instrument.

Dated this 17th day of December 2013.



Signed by Andrew Mitchell
as a delegate of the Australian Securities and Investments Commission



13-1613

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Regency Services (WA) Pty Ltd
ACN: 084 349 002("the Licensee")
c/- 'Debt Crisis Solutions'
Level 1, 22 Prowse Street
West Perth WA 6005

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 253120 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17th December, 2013.

Signed

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

13-1614

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

Under paragraph 1020F(1)(c) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) declares that Division 2 of Part 7.9 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if the following provisions were modified or varied by:

- 1 omitting "." at the end of subsection 1016D(1)(b) and replacing it with "; or";
- 2 inserting a new paragraph 1016D(1)(c) as follows:

"(c) an application for quotation of the product has been made to the operator of that market no later than 7 days after the date of the issue of the product (if required by the operator).";
- 3 omitting paragraphs 1016D(2)(a) and (b);
- 4 inserting new paragraphs 1016D(2)(a) and (b) as follows:

"(a) an application for quotation of the product has not been made, if required, to the operator of that market for the taking of such action as is necessary to enable financial products of that kind to be traded on that market within 7 days of the date of issue of the product; or

(b) the product is not able to be traded on that market at the end of 3 months after the date of issue of the product";
- 5 inserting after the words "(see subsection (4))" in subparagraph 1016E(1)(b)(i) "or no later than 7 days after the date of the issue of the product if required"; and
- 6 inserting after the words "the relevant date" in subparagraph 1016E(1)(b)(ii) "or the date of issue of the product".

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Schedule A

UBS Global Asset Management (Australia) Ltd ACN 003 146 290 (*Responsible Entity*) in its capacity as the responsible entity of UBS IQ Research Preferred Australian Dividend Fund ARSN 161 570 574 (*Scheme*).

Schedule B

Where the Responsible Entity offers interests in the Scheme under a Product Disclosure Statement lodged with ASIC that discloses the full particulars of the issue of the financial product including:

- 1 the timing arrangements in relation to the quotation of newly issued financial products on the financial market operated by ASX Limited ACN 008 624 691 (*ASX*);
- 2 that no later than 5 business days after the last business day of each calendar month, the Responsible Entity will make a notification to ASX of the Scheme's total number of units on issue;
- 3 the maximum time in which the issuer will hold application moneys before issuing the financial products to applicants.

Dated this 17th day of December 2013.



Signed by Andrew Mitchell
as delegate of the Australian Securities and Investments Commission

13-1615

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

- 1 Under paragraph 655A(1)(b) of the *Corporations Act 2001 (Act)*, the Australian Securities and Investments Commission (*ASIC*) hereby declares that Chapter 6 of the Act applies to the person referred to in Schedule A in the case referred to in Schedule B as if section 609 of the Act were modified or varied by inserting after subsection 609(6) the following subsections:
 - "(6A) If a person:
 - (a) has a relevant interest in a security arising from the facility offered by the responsible entity of the registered scheme to redeem interests in the scheme; and
 - (b) has no power to control voting or disposal of the security other than if the interest in the scheme is redeemed,that particular relevant interest in the security shall be disregarded until the interest in the registered scheme is redeemed.
 - (6B) If a person has a relevant interest in a security that is disregarded because of subsection (6A) and then subsection (6A) ceases to apply to the relevant interest because of a redemption of interests in a registered scheme, the person is taken to acquire a relevant interest in the security at that time by a transaction in relation to the security."
- 2 Under section 673(1)(b) of the Act, ASIC declares that Chapter 6C of the Act applies to the person referred to in Schedule A in the case referred to in Schedule B as if section 671B of the Act were modified or varied by inserting after subsection 671B(7) the following subsection:
 - "(7A) For the purposes of this section and of the definition of "substantial holding" in section 9, disregard any relevant interest in securities which is disregarded for the purposes of Chapter 6 because of subsection 609(6A) to (6B)."

Schedule A

A person who has a relevant interest in or voting power in relation to the underlying securities held by the UBS IQ Research Preferred Australian Dividend Fund ARSN 161 570 574 (*Scheme*) as a result of a holding of interests in the Scheme while the responsible entity of the Scheme is UBS Global Asset Management (Australia) Ltd ACN 003 146 290 (*Responsible Entity*).

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Schedule B

Where:

- 1 the Responsible Entity of the Scheme has a principal investment strategy for the Scheme of investing in assets which, in aggregate, are intended to track the performance (before fees and expenses) of the UBS Research Preferred Index; and
- 2 the Responsible Entity of the Scheme offers an application and redemption facility in respect of interests in the Scheme on a substantially continuous basis, where the principal consideration due in respect of an issue or redemption may comprise either a parcel of securities published by or on behalf of the Responsible Entity from time to time or cash (for the avoidance of any doubt, the application and redemption facility will be taken to be offered on a substantially continuous basis despite its suspension for limited periods in connection with corporate events such as the payment of regular distributions); and
- 3 the Scheme is an ETF as defined in the ASX Operating Rules at the date of this instrument.

Interpretation

In this instrument:

ASX means a financial market operated by ASX Limited ACN 008 624 691.Dated this 17th December 2013.Signed by Andrew Mitchell
as a delegate of the Australian Securities and Investments Commission

13-1616

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

Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission exempts UBS Global Asset Management (Australia) Ltd ACN 003 146 290 (**Responsible Entity**) in its capacity as the responsible entity of UBS IQ Research Preferred Australian Dividend Fund ARSN 161 570 574 (**Scheme**) from section 1017B of the Act on the condition that the Responsible Entity complies with the provisions of the Act that apply to an unlisted disclosing entity as if the Scheme were a disclosing entity where interests in the Scheme are AQUA products that are quoted on ASX.

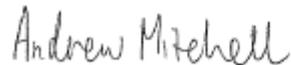
Interpretation

In this instrument

ASX means a financial market operated by the ASX Limited ACN 008 624 691.

AQUA products has the meaning given by the ASX Operating Rules as at the date of this instrument.

Dated this 17th day of December 2013.



Signed by Andrew Mitchell
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and
1020F(1)(a) - Exemptions**

Enabling Legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 13-1622.

Commencement

3. This instrument commences upon gazettal.

Exemptions

4. United Vietnamese Buddhist Congregation of Canberra & Surrounding Districts, an incorporated association under the laws of the Australian Capital Territory, registration number A 01071 (the *Operator*) does not have to comply with section 601ED of the Act.
5. The Operator does not have to comply with the requirement to hold an Australian financial services licence under subsection 911A(1) of the Act.
6. The Operator does not have to comply with section 992AA of the Act.
7. The Operator does not have to comply with Part 7.9 of the Act, other than Divisions 5 and 5A of Part 7.9.

Where the exemptions apply

8. The exemption in paragraph 4 applies where the Operator operates a managed investment scheme (the *Scheme*) under which:
 - (a) owners of real property will rent their properties to third parties in accordance with the terms of the *National Rental Affordability Scheme Act 2008 (NRASA)*;

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- (b) the Operator will be entitled to receive annual payments from the federal and/or Australian Capital Territory government/sunder the NRASA;
 - (c) the owners of real property under the Scheme will be entitled to receive a one-off government subsidy from a department or agency of the Australian Capital Territory Government as well as rent from the tenants and will be required to pay all outgoings; and
 - (d) the Operator will distribute to the owners of real property under the Scheme a share of annual payments to the Operator received from the federal and state governments under the NRASA.
9. The exemption in paragraph 5 applies where the Operator issues or arranges to issue an interest in the Scheme.
10. The exemptions in paragraphs 6 and 7 apply where:
- (a) the Operator offers to issue or to arrange for the issue of an interest in the Scheme; or
 - (b) the Operator issues an interest in the Scheme.

Conditions

11. The Operator must give a Disclosure Document to a person at or before the time the Operator offers to issue an interest in the Scheme or offers to arrange for the issue of an interest in the Scheme, or issues an interest in the Scheme, to that person.
12. The Operator will notify ASIC that a Disclosure Document is in use.
13. The Operator will lodge a notice with ASIC, in electronic form, advising of the occurrence of any of the following events as soon as practicable, and in any event within 5 business days, after the occurrence of the event:
- (a) a copy of the Disclosure Document is first given to someone;
 - (b) a change is made to fees and charges set out in the Disclosure Document;
 - (c) an interest in the Scheme ceases to be available; or
 - (d) any changes to any other payments that the investors in the Scheme may benefit from, including, but not limited to, any payments from any department or agency of the Australian Capital Territory Government or any other government or similar agency.
14. The Operator must keep a copy of the Disclosure Document for the period of 7 years after the date of the Disclosure Document.
15. During the period of 10 years from the date of the Disclosure Document, the Operator must:

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- (e) make a copy of the Disclosure Document available to ASIC if asked to do so by ASIC; and
 - (f) comply with any reasonable request from any other person for a copy of the Disclosure Document.
16. The Operator will ensure that all investors, and potential investors, are notified of any obligations to do with any payments whatsoever from any other government bodies as well as any conditions (such as repayment in certain circumstances) which are related to the Scheme. Further in the event that this is not met then the entire relief ceases immediately.

Interpretation

17. In this instrument:

Department the Department of Social Services, its successor or any other body that performs similar functions for the purposes of the NRASA.

Disclosure Document means a document which must include the following:

- a. confirmation from the Operator that it has been approved by the Department to receive rental incentives as part of the National Rental Affordability Scheme;
- b. the details of any fees and charges payable by the owner in relation to his, her or its participation in the Scheme;
- c. a description of the Scheme;
- d. a description of the main features of the interests in the Scheme;
- e. details of the main terms and conditions of the offer;
- f. a description of how the Scheme will generate returns for investors;
- g. a description of the Operator and its credentials in operating the Scheme;
- h. a description of the credentials of any person engaged by the Operator to provide services for the Scheme on the Operator's behalf;
- i. provide answers to the questions, other than subparagraphs 2(a)(iii), (2)(b)(i), (2)(d)(i) and (2)(d)(iii), of Schedule F to Class Order [CO 02/303], 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 Instrument Act 2003, sufficiently to enable a typical investor in the interests in the Scheme to make an informed decision whether to invest in an interest in the Scheme; and
- j. a prominent statement to the effect that a person should consider whether to consult:

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- i. an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
- ii. a taxation adviser; and
- iii. a lawyer,

before making a decision to become a member of the Scheme.

Dated this 18th day of December 2013



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



**Corporations (TFS Australia Pty Limited) Exemption Revocation
Notice 2013**

Corporations Act 2001

I, ARTHUR SINODINOS, Assistant Treasurer make this exemption revocation under section 791C(2) of the *Corporations Act 2001* (the *Act*).

Dated 16/12/13

Assistant Treasurer

Handwritten signature of Arthur Sinodinos in black ink.

Name of Notice

1. This Notice is the *Corporations (TFS Australia Pty Limited) Exemption Revocation Notice 2013*.

Commencement

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

Revocation of Exemption

3. The *Corporations (TFS Australia Pty Limited) Exemption Notice 2010* is *revoked*.

13-1624

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

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 (Act)*.

Title

2. This instrument is ASIC Instrument [13/1624].

Commencement

3. This instrument commences on 18 December 2013.

Declaration

4. Chapter 6 and Chapter 6C of the Act apply to TZ Limited ACN 073 979 272 (*TZ*) as if section 609 of the Act were modified or varied by adding after subsection (13), as notionally inserted by ASIC Class Order [CO 13/520]:

"(14) A body corporate does not have a relevant interest in its own securities merely because the body corporate applies restrictions on the disposal of the securities by the holder.";

and Part 6C.1 of the Act were further modified or varied by inserting the following section after section 671B:

"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(14)."

Where this instrument applies

5. This instrument applies to the acquisition of a relevant interest in 136,536,768 ordinary shares in TZ (*Escrow Shares*) arising as a result of the Security Holders entering into the Escrow Deed and where the Escrow Deed:
 - (a) restrict disposal of, but not the exercise of voting rights attaching to, the Escrow Shares;
 - (b) provide that the Escrow Arrangements terminate no later than 12 months after the date the Escrow Shares are issued;
 - (c) allow the holder of the relevant Escrow Shares to accept a takeover offer where holders of at least half of the securities in the relevant class of securities to which the takeover offer relates and which are not subject to

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- any escrow arrangement restricting disposal of TZ's securities, have accepted the takeover offer;
- (d) require the shares to be returned to escrow if the above takeover offer does not become unconditional; and
 - (e) allow the Escrow Shares to be transferred or cancelled as part of a merger by scheme of arrangement under Part 5.1 of the Act.

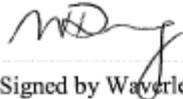
Interpretation

6. In this instrument:

Security Holders means QVT Fund LP, a limited partnership formed under the laws of the Cayman Islands, and Quintessence Fund L.P., a limited partnership formed under the laws of the Cayman Islands; and

Escrow Deed means the voluntary escrow of shares deed dated 23 November 2013 between TZ and the Security Holders, relating to no more than 136,536,768 ordinary shares in TZ.

Dated this 18th day of December 2013



Signed by Waverley Duong,
as a delegate of the Australian Securities and Investments Commission



Corporations (TFS-ICAP Ltd) Exemption Notice 2013

Corporations Act 2001

I, ARTHUR SINODINOS, Assistant Treasurer make this exemption under section 791C(2) of the *Corporations Act 2001* (the *Act*).

Dated 16/12/13.....

Assistant Treasurer



Name of exemption

1. This exemption is the *Corporations (TFS-ICAP Ltd) Exemption Notice 2013*.

Commencement

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

Exemption

3. The exempt market operated by TFS-ICAP in this jurisdiction is exempt from the operation of Part 7.2 of the Act.

Where this exemption applies

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

Financial products

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

Trading on the market: market operator

- (b) TFS-ICAP does not deal in financial products on the exempt market:
 - (i) on its own behalf; or
 - (ii) on behalf of a person who is not a professional investor.

Trading on the market: participant

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

Clearing and settlement facility

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

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

Cooperation with ASIC

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

Provision of financial services

- (f) TFS-ICAP is exempt from the requirement to hold an Australian financial services licence for financial services provided in this jurisdiction in connection with the operation of the exempt market.

Note: This exemption does not exempt TFS-ICAP from the requirement to hold an Australian financial services licence.

Submission to Australian jurisdiction

- (g) TFS-ICAP satisfies all of the following:
- (i) TFS-ICAP has a current permission given by the FCA under Part IV of the FSM Act and has provided ASIC with a copy of that permission;
 - (ii) TFS-ICAP has an agent at the time TFS-ICAP first purports to rely on this exemption and, from that time, has not failed to have an agent for any consecutive period of 10 business days;
 - (iii) TFS-ICAP has provided ASIC, to the satisfaction of ASIC, with a deed of TFS-ICAP for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act, which deed provides that:
 - (I) the deed is irrevocable except with the prior written consent of ASIC;
 - (II) TFS-ICAP submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;

- (III) TFS-ICAP covenants to comply with any order of an Australian court in respect of any matter relating to the provision of specified kinds of financial services in this jurisdiction to wholesale clients;
- (IV) TFS-ICAP covenants that, on written request of either the FCA or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the FCA to disclose to ASIC and ASIC to disclose to the FCA any information or document that the FCA or ASIC has that relates to TFS-ICAP.

Conditions

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

Operation of the market

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

Conduct

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

Resources

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

Managing conflicts of interest

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

Reporting: adverse findings

- (e) If TFS-ICAP becomes aware that TFS-ICAP or a director or secretary of TFS-ICAP is covered by one or more of the following matters, TFS-ICAP must, within 7 days after becoming aware of the matter, give a written notice to ASIC advising of the matter:

- (i) the person is the subject of a declaration of contravention in relation to a provision of the Act;
- (ii) the person has been convicted of an offence under the Act;
- (iii) in the case of a director or secretary—the person has been disqualified from managing corporations under Part 2D.6 of the Act;
- (iv) the person has been banned or disqualified from providing financial services under Division 8 of Part 7.6 of the Act.

Reporting: disciplinary action against participant

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

Reporting: suspected contraventions by participant

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

Assistance to ASIC

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

Record-keeping

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

Annual report

- (k) TFS-ICAP must, within three months after the end of its financial year, give ASIC an annual report that sets out:
 - (i) the extent to which TFS-ICAP has complied with this exemption; and
 - (ii) the following information:
 - (A) a description of the activities that TFS-ICAP undertook in the financial year in relation to the operation of the exempt market;
 - (B) if any material system outages occurred during the financial year that prevented Australian participants from participating in the exempt market:

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

Audit report

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

Reporting: operating status of market

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

7. Maintain regulatory approval by the Financial Conduct Authority of the United Kingdom and report certain changes
- (a) TFS-ICAP must maintain the approval by the Financial Conduct Authority (FCA) for TFS-ICAP to operate as a 'Multilateral Trading Facility' (MTF) in the UK.
 - (b) TFS-ICAP must notify ASIC, as soon as practicable and in writing, of the details of:
 - (i) the termination of, or any significant change to the approval by the FCA for TFS-ICAP to operate as an MTF; or
 - (ii) TFS-ICAP's regulatory status in the UK; and
 - (c) any enforcement or disciplinary action taken against TFS-ICAP by the FCA or any other overseas regulatory authority.

Interpretation**8. In this exemption:**

- (a) italicised headings do not form part of this exemption;
- (b) *application for exemption* means the application dated 24 January 2013 (including any supplementary correspondence provided by TFS-ICAP to ASIC before this exemption is made) for an exemption from the operation of Part 7.2 of the Act of the financial market operated by TFS-ICAP.

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

eligible financial product means a foreign exchange option.

exempt market means the facility through which:

- (a) offers to acquire or dispose of eligible financial products are regularly made or accepted; or
- (b) offers or invitations are regularly made to acquire or dispose of eligible financial products that are intended to result or may reasonably be expected to result, directly or indirectly, in:
 - (i) the making of offers to acquire or dispose of eligible financial products; or

(ii) the acceptance of such offers.

FCA means the Financial Conduct Authority of the United Kingdom and, for the avoidance of doubt, includes the Financial Services Authority of the United Kingdom as it was previously known before 1 April 2013.

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

FSM Act means the *Financial Services and Markets Act 2000* of the United Kingdom.

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

TFS-ICAP means TFS-ICAP Ltd, a company incorporated and existing under the laws of the United Kingdom.

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

13-1626

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1626.

Commencement

3. This instrument commences on gazettal.

Exemptions

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

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

but only in relation to the recommendation by the person.

Where this instrument applies

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

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

“9. “eligible offer” means an offer 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

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

Conditions

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

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- (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 Dolby Laboratories, Inc. 2005 Stock Plan (under which the performance rights are referred to as Restricted Stock Units) and the Australian offer document titled "Offer of restricted stock units to Australian participants", the terms of which are substantially in the same form as those provided to ASIC on 10 December 2013; and
- (d) *issuer* means Dolby Laboratories, Inc., a company incorporated under the laws of the State of Delaware, United States of America, and any related body corporate.

Dated this 18th day of December 2013



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

13-1627

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1627.

Commencement

3. This instrument commences on 18 December 2013.

Exemption

4. The Trust Company (RE Services) Limited ACN 003 278 831 (*New RE*) in its capacity as the responsible entity of the APN National Storage Property Trust ARSN 101 227 712 does not have to comply with paragraph 601FC(1)(d) of the Act, to the extent that it requires the responsible entity of a registered scheme to treat members who hold interests of the same class equally.

Where this instrument applies

5. This instrument applies where:
 - (a) at a meeting of members of the Trust convened by APN Funds Management Limited ACN 080 674 479 in accordance with a notice of meeting dated 26 November 2013 (*Securityholder Meeting*), the members of the Trust approve the resolutions proposed in the Explanatory Memorandum, which includes approval of the Proposal;
 - (b) New RE determines that Ineligible Foreign Securityholders will be required to participate in the Cash-Out Facility and will not be offered and issued shares in National Storage Holdings Limited ACN 166 572 845 (*NSHL*) under the Proposal;
 - (c) the New RE reasonably concludes and documents its conclusions in writing that:
 - i. it is unlawful (under the laws of the relevant foreign jurisdiction) to offer and issue Ineligible Foreign Securityholders shares in NSHL; or

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- ii. it would be unduly onerous on New RE to offer and issue Ineligible Foreign Securityholders shares in NSHL having regard to:
 - (A) the number of Ineligible Foreign Securityholders in that jurisdiction;
 - (B) the number and value of interests in the Trust held by Ineligible Foreign Securityholders in that jurisdiction; and
 - (C) the cost of and process for seeking advice as to the requirements for doing so in relation to those jurisdictions and/or the cost of complying with legal requirements of any relevant regulatory authority applicable to making the offer of, or issuing the shares in NSHL in that jurisdiction; and
- (d) having regard to the rights and interests of all members of the Trust, it would be in the best interests of all members of the Trust to determine that Ineligible Foreign Securityholders will be required to participate in the Cash-Out Facility and will not be offered and issued shares in NSHL under the Proposal.

Interpretation

6. In this instrument:

Cash-Out Facility means a facility described in the Explanatory Memorandum through which an Ineligible Foreign Securityholder transfers its interest in the Trust to Saleco, and following implementation of the Proposal, Saleco sells Stapled Securities the Ineligible Foreign Securityholder would otherwise have been entitled to hold under the Proposal.

Explanatory Memorandum means the notice of meeting and the explanatory memorandum in respect of the Proposal dated 26 November 2013.

Ineligible Foreign Securityholder means a member of the Trust on the Stapling Record Date whose address in the register of members is a place outside Australia and who New RE determines is ineligible to be offered and issued shares in NSHL.

Proposal means the proposal under which shares in NSHL are to be issued to members of the Trust, which, if approved, would result in each member of the Trust becoming a holder of a Stapled Security.

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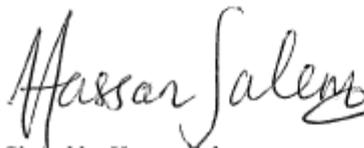
register of members means the register of members required to be set up and maintained under section 169 of the Act.

Saleco means NS Saleco Pty Ltd ACN 166 572 792.

Stapled Securities means an ordinary share in NSHL and an interest in the Trust which, under the terms on which each is to be traded, must be transferred together.

Stapling Record Date means 19 December 2013.

Dated this 18th day of December 2013



Signed by Hassan Salem
as a delegate of the Australian Securities and Investments Commission

13-1628

**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 13-1628.

Commencement

3. This instrument commences on 18 December 2013.

Declaration

4. Part 7.9 of the Act applies to The Trust Company (RE Services) Limited ACN 003 278 831 (the *RE*) in its capacity as the responsible entity of the APN National Storage Property Trust ARSN 101 227 712 (*APN Trust*), National Storage Holdings Limited ACN 166 572 845 (*NSHL*) and NS Saleco Pty Ltd ACN 166 572 792 (*Saleco*) 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"

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Where this declaration applies

5. This declaration applies where:

- (a) each interest in the APN Trust and each ordinary share in National Storage Holdings Limited ACN 166 572 845 (*NSHL*) must, under the terms on which each is to be traded, only be transferred together; and
- (b) the RE, NSHL or Saleco receive money paid to acquire Stapled Securities.

Where this instrument ceases to apply

6. This declaration ceases to apply if:

- (a) a component of a Stapled Security is issued which on the terms on which it is traded, can be transferred separately without also transferring any other component of a Stapled Security; or
- (b) any class of interests in the APN Trust (other than the class of interests in the APN Trust already on issue as at the date of this instrument) or any shares in NSHL (other than ordinary shares) are issued.

Interpretation

7. In this instrument:

Stapled Securities means an ordinary share in NSHL and an interest in the APN Trust which, under the terms on which each is to be traded, must be transferred together.

Dated this 18th day of December 2013

Signed by Hassan Salem
as a delegate of the Australian Securities and Investments Commission

13-1629

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1629.

Commencement

3. This instrument commences on 18 December 2013.

Declaration

4. Chapter 5C of the Act applies to The Trust Company (RE Services) Limited ACN 003 278 831 in its capacity as the responsible entity of APN National Storage Property Trust ARSN 101 227 712 (*APN Trust*) 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.”;

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(b) in section 601GAA as notionally inserted by ASIC Class Order [CO 05/26]:

(i) in subsection (1) omit “subsections (2) to (8).”, substitute “subsections (2) to (8) and (9A).”;

(ii) after subsection (5) insert:

“(5A) Subsection (5) applies to a responsible entity in relation to a transfer of interests by the responsible entity as if:

- (a) references to the interests issued by the responsible entity included a reference to interests transferred by the responsible entity; and
- (b) references to the issue price included a reference to the transfer price.”;

(iii) after subsection (9) insert:

“(9A) The responsible entity may set the issue price of interests in the scheme that are components of stapled securities where all of the following apply:

- (a) the constitution makes provision for the issue price of stapled securities;
- (b) the constitution provides that the responsible entity may allocate a proportion of the issue price of the stapled securities to the interests in the scheme;
- (c) the stapled securities are issued at a price, or in accordance with a formula or method that is to be used to calculate the issue price of stapled securities, which is set out in the constitution;
- (d) the responsible entity allocates a proportion of the issue price of the stapled securities to the interests in accordance with the constitution.”;

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

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

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- (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property;
 - (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.”;

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(d) insert after section 601PC:

“601PD Stapled securities

For the purposes of this Chapter:

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

- (a) under the terms on which each of the 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 APN Trust and each ordinary share in National Storage Holdings Limited ACN 166 572 845 (*NSHL*) must, under the terms on which each is to be traded, only be transferred together (*Stapled Security*).

Where this declaration ceases to apply

6. This declaration ceases to apply if:
- (a) a component of a Stapled Security is issued which on the terms on which it is traded, can be transferred separately without also transferring any other component of a Stapled Security; or
 - (b) any class of interests in the APN Trust (other than the class of interests in the APN Trust already on issue as at the date of this instrument) or any shares in NSHL (other than ordinary shares) are issued.

Dated this 18th day of December 2013



Signed by Hassan Saleem
as a delegate of the Australian Securities and Investments Commission

13-1630

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1630.

Commencement

3. This instrument commences on 18 December 2013.

Declaration

4. Chapter 6D of the Act applies to National Storage Holdings Limited ACN 166 572 845 (*NSHL*) 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 The Trust Company (RE Services) Limited ACN 003 278 831 in its capacity as the responsible entity of the APN National Storage Property Trust ARSN 101 227 712 (*APN Trust*) 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:

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- “(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:
- (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 where:

- (a) each interest in the APN Trust and each ordinary share in NSHL must, under the terms on which each is to be traded, only be transferred together (*Stapled Security*); and
- (b) an offer or issue of, or recommendation to acquire a component of a Stapled Security is made, under a plan for the reinvestment of dividends in respect of shares in NSHL or distributions in respect of interests in the APN Trust.

Where this declaration ceases to apply

7. This declaration ceases to apply if:

- (a) a component of a Stapled Security is issued which on the terms on which it is traded, can be transferred separately without also transferring any other component of a Stapled Security; or

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(b) any class of interests in the APN Trust (other than the class of interests in the APN Trust already on issue as at the date of this instrument) or any shares in NSHL (other than ordinary shares) are issued.

Dated this 18th day of December 2013

A handwritten signature in black ink that reads "Hassan Salem". The signature is written in a cursive style and is followed by a long horizontal line extending to the right.

Signed by Hassan Salem
as a delegate of the Australian Securities and Investments Commission

13-1631

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(c) and 951B(1)(c) — Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 926A(2)(c) and 951B(1)(c) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [13/1631].

Commencement

3. This instrument commences on 18 day of December 2013.

Declaration

4. Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to NobleOak Life Limited ACN 087 648 708 (*NobleOak*) and Community Alliance Credit Union Limited ACN 087 650 771 (*Community Alliance*) as if the following provisions were omitted, modified or varied:
 - (a) omit subsection 911B(2), substitute:

“(2) Paragraphs (1)(a), (b) and (c) do not apply if the provider is a financial services licensee unless one of the following applies:

 - (a) the principal is an insurer and the provider is acting under a binder given by the principal;
 - (b) the provider is acting under a written agreement of the kind mentioned in section 916EA.”;
 - (b) underneath subsection 916D(1) omit Note 2, substitute:

“Note 2: There are exceptions to this rule in sections 916E and 916EA.”;
 - (c) in subsection 916D(2B) omit “section 916E.”, substitute “section 916E or 916EA.”;

(d) after section 916E insert:

“916EA Licensees acting under authority other than binder

- (1) Despite section 916D, a financial services licensee (the *authorised licensee*) may be the authorised representative of another financial services licensee who is an insurer if both of the following apply:
 - (a) the authorised licensee acts under a written agreement which authorises the authorised licensee to deal in, and provide general advice in relation to, life risk insurance products, excluding consumer credit insurance products, on behalf of the insurer;
 - (b) the authorised licensee maintains professional indemnity insurance of at least \$10 million for any one event during the term of the agreement.
- (2) For all purposes connected with contracts that are risk insurance products, excluding consumer credit insurance products, in respect of which the authorised licensee acts under the written agreement:
 - (a) the authorised licensee is taken to act on behalf of the insurer and not the insured; and
 - (b) if the insured in fact relied in good faith on the conduct of the authorised licensee, the authorised licensee is taken to act on behalf of the insurer regardless of the fact that the authorised licensee did not act within the scope of the agreement.
- (3) This section does not apply where the licence of the authorised licensee covers the provision of any financial services in relation to life risk insurance products, excluding consumer credit insurance products”.

5. Part 7.7 of the Act applies in relation to NobleOak and Community Alliance as if the following provisions were omitted, modified or varied:

- (a) in section 940A omit “(see section 916E),”, substitute “(see sections 916E and 916EA),”; and
- (b) after paragraph 942C(2)(j) insert:
 - “(ja) if the providing entity acts under a written agreement of the kind specified in section 916EA in providing any of the authorised services—both of the following:

3

13-1631

- (i) a statement that:
 - (A) identifies the services provided under the agreement; and
 - (B) states that they are provided under the agreement; and
 - (C) explains the significance of the services being provided under the agreement;
- (ii) a statement that, in relation to those services:
 - (A) the providing entity is taken to act on behalf of the authorising licensee and not the client; and
 - (B) the authorising licensee is responsible, as between the authorising licensee and the client for the conduct of the providing entity; and".

Dated this 18th day of December 2013



Signed by Gemma Allan
As a delegate of the Australian Securities and Investments Commission

13-1632

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1632.

Commencement

3. This instrument commences on signing.

Declaration

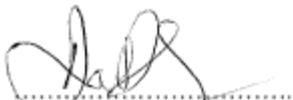
4. Chapter 6 of the Act applies to Murray Goulburn Co-operative Co. Limited ACN 004 277 089 (the *Bidder*) as if paragraph 631(1)(b) of the Act were modified or varied by omitting "within 2 months after the proposal" and substituting:

"within 2 months and 6 days after the proposal"

Where this instrument applies

5. This declaration applies in relation to the off-market bid by the Bidder for all of the ordinary shares in Warrnambool Cheese and Butter Factory Company Holdings Limited ACN 071 945 232 (the *Target*) publicly announced by the Bidder on 18 October 2013 where the Bidder has, before 4:30pm on 18 December 2013, given the operator of each prescribed financial market on which the Target's securities are quoted, a notice, or a supplementary bidder's statement, which includes a statement outlining the need for, and effect of, this instrument.

Dated this 18th day of December 2013



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

13-1633

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and
1020F(1)(a) – Exemptions**

1. Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) exempts the person specified in Schedule A from compliance with section 601ED of the Act, in the case specified in Schedule B on the conditions set out in Schedule D.
2. Under paragraph 911A(2)(l) of the Act, ASIC exempts the person specified in Schedule A from the requirement to hold an Australian financial services licence for the provision of financial services, in the case specified in Schedule C.
3. Under paragraph 992B(1)(a) of the Act, ASIC exempts the person specified in Schedule A from compliance with section 992AA of the Act, in the case specified in Schedule C on the conditions set out in Schedule D.
4. Under paragraph 1020F(1)(a) of the Act, ASIC exempts the person specified in Schedule A from compliance with Part 7.9 of the Act, other than Divisions 5 and 5A of Part 7.9, in the case specified in Schedule C on the conditions set out in Schedule D.
5. This instrument ceases to apply if condition 8 of Schedule D is not complied with.

Schedule A

Community Housing Limited ACN 062 802 797 (the *Operator*).

Schedule B

The Operator operates a managed investment scheme (the *Scheme*) under which:

- (a) owners of real property will rent their properties to third parties under the NRASA;
- (b) the owners of real property under the Scheme will be entitled to receive rent from the tenants and will be required to pay all outgoings;
- (c) the Operator as approved participant under the NRASA will be entitled to receive:
 - (i) a tax offset certificate in respect of the properties in the Scheme for each NRAS Year in substitution for the annual payment by the Federal government available under the NRASA; and
 - (ii) annual payments from the State governments available under the NRASA;

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- (d) the Operator will distribute to the owner of a real property under the Scheme a share of any annual payments the Operator receives from the State governments available under the NRASA for the real property; and
- (e) the Operator will make available to the owner of a real property under the Scheme a copy of any tax offset certificate received by the Operator which relates to the Scheme.

Schedule C

1. The Operator issues or arranges to issue an interest in the Scheme; or
2. The Operator offers to issue or to arrange for the issue of an interest in the Scheme.

Schedule D

1. The Operator must give a Disclosure Document to a person at or before the time the Operator offers to issue an interest in the Scheme or offers to arrange for the issue of an interest in the Scheme, or issues an interest in the Scheme, to that person.
 2. The Operator or an independent person appointed by the Operator must maintain a trust account in which any annual payments received from the State governments under the NRASA must be held pending the distribution to the owners of real property under the Scheme.
 3. The Operator or an independent person appointed by the Operator must retain copies of any tax offset certificate issued by the Department to the Operator under the NRASA which relates to the Scheme for the period of 7 years after the date of the Disclosure Document.
 4. The Operator will notify ASIC that a Disclosure Document is in use.
 5. The Operator will lodge a notice with ASIC, in electronic form, advising of the occurrence of any of the following events as soon as practicable, and in any event within 5 business days, after the occurrence of the event:
 - (a) a copy of the Disclosure Document is first given to someone; or
 - (b) a change is made to fees and charges set out in the Disclosure Document;
or
 - (c) an interest in the Scheme ceases to be available.
 6. The Operator must keep a copy of the Disclosure Document for the period of 7 years after the date of the Disclosure Document.
-

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7. During the period of 7 years from the date of the Disclosure Document, the Operator must:
 - (a) make a copy of the Disclosure Document available to ASIC if asked to do so by ASIC; and
 - (b) comply with any reasonable request from any other person for a copy of the Disclosure Document.
8. Within 5 business days of when the Operator became or should reasonably have become aware of matters that give it reason to believe that it has failed or is likely to fail to comply with a condition of this Schedule D, the Operator must notify full particulars of that failure to ASIC in writing (to the extent that the Operator knows those particulars or would have known them if it had undertaken reasonable inquiries).

Interpretation

In this instrument:

Department means the Department of Social Services (Cth), its successor or any other body that performs similar functions for the purposes of the NRASA.

Disclosure Document means a document which must include the following:

1. confirmation from the Operator that subject to the NRASA, the *National Rental Affordability Scheme Regulations 2008* and Division 380 of the *Income Tax Assessment Act 1997*, the Operator is entitled to obtain from the Department a tax offset certificate under the NRASA which relates to the Scheme for each NRAS Year and that the Operator or an independent person appointed by the Operator will keep copies of each tax offset certificate issued by the Department to the Operator which relates to the Scheme for the period of 7 years after the date of the Disclosure Document;
2. confirmation from the Operator that all annual payments received from the State governments under the NRASA will be held in the Operator's trust account or a third party trust account pending the distribution to the owners of real property under the Scheme;
3. a description of the Scheme;
4. a description of the main features of the interests in the Scheme;
5. details of the main terms and conditions of the offer;
6. a description of how the Scheme will generate returns for investors;
7. the details of any fees and charges payable by the owner in relation to his, her or its participation in the Scheme;

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8. a description of the Operator and its credentials in operating the Scheme;
9. a description of the credentials of any person engaged by the Operator to provide services for the Scheme on the Operator's behalf;
10. provide answers to the questions, other than subparagraphs 2(a)(iii), (2)(b)(i), (2)(d)(i) and (2)(d)(iii), of Schedule F to ASIC Class Order [CO 02/303], 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 Instrument Act 2003*, sufficiently to enable a typical investor in the interests in the Scheme to make an informed decision whether to invest in an interest in the Scheme; and
11. a prominent statement to the effect that a person should consider whether to consult:
 - (a) an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
 - (b) a taxation adviser; and
 - (c) a lawyer,

before making a decision to become a member of the Scheme.

NRASA means the *National Rental Affordability Scheme Act 2008*.

NRAS Year has the meaning given by section 4 of the NRASA.

Commencement

This instrument takes effect on gazettal.

Dated this 19th day of December 2013



Signed by Hassan Salem.

as a delegate of the Australian Securities and Investments Commission

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13/1636.

Commencement

3. This instrument commences on 19 December 2013.

Declaration

4. Chapter 6 of the Act applies to Murray Goulburn Co-operative Co. Limited ACN 004 277 089 (the *Bidder*) as if the chapter were modified or varied by omitting subsection 633A(3), as notionally inserted by ASIC Class Order [CO 13/528], and substituting:

“(3) In this section and subsection 633(1):

replacement bidder’s statement means a bidder’s statement that:

- (a) incorporates all the substantive information in an original bidder’s statement and the first supplementary bidder’s statement that is lodged with ASIC after the original bidder’s statement is lodged with ASIC; and
- (b) explains that it replaces the original bidder’s statement and states the date that the original bidder’s statement was lodged with ASIC; and
- (c) bears a date that is the same as the date that it is lodged with ASIC.”;

Where this instrument applies

5. This instrument applies in relation to the off-market bid (*Bid*) by the Bidder for all of the ordinary shares in Warrnambool Cheese and Butter Factory Company Holdings Limited ACN 071 945 232 (*Target*) in respect of which a bidder’s statement was lodged with ASIC on 28 November 2013 (*Original Statement*) where the Bidder has:
 - (a) lodged with ASIC, and provided to the operator of each prescribed financial market on which the Target’s securities are quoted:
 - (i) a marked up version of the Original Statement setting out changes to the Original Statement (*Marked-up Statement*); and

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- (ii) a bidder's statement incorporating the changes set out in the Marked-up Statement (*Replacement Statement*); and
- (b) after the lodgement of the Marked-up Statement and Replacement Statement:
 - (i) lodged with ASIC; and
 - (ii) provided to the operator of each prescribed financial market on which the Target's securities are quoted,a supplementary bidder's statement that supplements the Original Statement by amending the Original Statement as set out in the Marked-up Statement.

Dated this 19th day of December 2013



Signed by Kim Demarte

as a delegate of the Australian Securities and Investments Commission

13-1639

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [13-1639].

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 Nasdaq Global Select Market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;"; and
 - (ii) in the Interpretation, the following definition were inserted:

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

 - (a) by, or for the benefit of:
 - (i) employees of the body, or of the related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
 - (b) by a corporation all of whose members are:
 - (i) employees of the body, or of a related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;"; and
- (iii) in the definition of an "offer document" in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

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

 - (i) the acquisition price in Australian dollars;

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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 to be issued a fully-paid ordinary share in the capital of the issuer where the performance right is offered for no more than nominal monetary consideration;”.

Conditions

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

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

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

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

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

Interpretation

10. In this instrument:

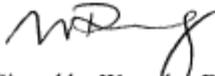
- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *Australian supplement* means the Australian Offer Document and the Australian Addendum to the Trimble Navigation Limited Amended and Restated 2002 Stock Plan (as amended January 31, 2012), the terms of which are substantially in the same form as those provided to ASIC on 12 December 2013;
- (c) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (d) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Trimble Navigation Limited Amended and Restated 2002 Stock Plan (as amended January 31, 2012) (under

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which the performance rights are referred to as restricted stock units), Australian supplement, U.S. Prospectus and Restricted Stock Unit Award Agreement (Non-U.S. Awardees), the terms of which are substantially in the same form as those provided to ASIC on 12 December 2013; and

- (e) *issuer* means Trimble Navigation Limited, a company incorporated under the laws of the State of California, United States of America and any related body corporate.

Dated this 19th day of December 2013



Signed by Waverley Duong
as 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 twentieth day of December 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

FRANCIS GROUP CONSULTANTS LIMITED

119 873 880

MITSUI & CO. PRECIOUS METALS, INC.

100 437 590

CORPORATIONS ACT 2001

Section 601CL(4)

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

Dated this twentieth day of December 2013

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

CORPORATIONS ACT 2001

Subsection 601PB(2)

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

Dated this twentieth day of December 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARSN

ECLIPSE GROWTH FUND

093 809 619

IRONBARK DIVERSIFIED INCOME FUND

139 852 761

CORPORATIONS ACT 2001

Subsection 601PA(3)

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

Dated this twentieth day of December 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARSN

BALMAIN MEZZANINE INCOME PORTFOLIO

155 908 928

TRAFALGAR OPPORTUNITY FUND NO.4

107 416 348

360 CAPITAL TRUST

141 872 844

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.

BAUER MEDIA LIMITED ACN 053 273 546 will change to a proprietary company limited by shares. The new name will be **BAUER MEDIA PTY LIMITED** ACN 053 273 546.

BAYLIFE CAPITAL PTY LTD ACN 102 355 420 will change to a public company limited by shares. The new name will be **BAYLIFE CAPITAL LTD** ACN 102 355 420.

COMMON CENTS FUND LIMITED

ACN 165 781 359 will change to a proprietary company limited by shares. The new name will be **COMMON CENTS FUND PTY LTD** ACN 165 781 359.

DUMA GOLD LTD ACN 145 888 428 will change to a proprietary company limited by shares. The new name will be **DUMA GOLD PTY LTD** ACN 145 888 428.

DV01 MECHELLE LIMITED ACN 061 343 959 will change to a proprietary company limited by shares. The new name will be **DV01 MECHELLE PTY LTD** ACN 061 343 959.

MARKETFORCE LIMITED ACN 008 781 904 will change to a proprietary company limited by shares. The new name will be **MARKETFORCE PTY LTD** ACN 008 781 904.

OURIPTEL HOLDINGS LIMITED

ACN 128 117 797 will change to a proprietary company limited by shares. The new name will be **OURIPTEL HOLDINGS PTY LTD** ACN 128 117 797.

SECURITY ALARM MONITORING SERVICE

LIMITED ACN 133 644 738 will change to a proprietary company limited by shares. The new name will be **SECURITY ALARM MONITORING SERVICE PTY LTD** ACN 133 644 738.

SQUIZZY (AUS) LIMITED ACN 164 919 091 will change to a proprietary company limited by shares. The new name will be **SQUIZZY (AUS) PTY. LTD.** ACN 164 919 091.

TAEMAS FUNDS MANAGEMENT LIMITED

ACN 143 294 660 will change to a proprietary company limited by shares. The new name will be **AGSX VAULT PTY LTD** ACN 143 294 660.