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# APA Group



Australian Pipeline Ltd  
ACN 091 344 704

Australian Pipeline Trust  
ARSN 091 678 778

APT Investment Trust  
ARSN 115 585 441

15 December 2011

The Manager

Company Announcements Office  
Australian Securities Exchange  
4<sup>th</sup> Floor, 20 Bridge Street  
Sydney NSW 2000

## Electronic Lodgement

Dear Sir or Madam

### **Company Announcement: APT Pipelines Limited - Takeover bid for Hastings Diversified Utilities Fund**

In accordance with section 671B(1) of the Corporations Act, please find attached a copy of the ASIC Form 604: Notice of change of interests of substantial holder in relation to APT Pipeline Limited's off-market takeover bid for all the stapled securities in Hastings Diversified Utilities Fund (each stapled security comprising one unit in each of HDUF Epic Trust (ARSN 109 770 961), HDUF Finance Trust (ARSN 109 770 765), and HDUF Further Investments Trust (ARSN 109 897 921)).

Yours faithfully

**Mark Knapman**  
Company Secretary

**Form 604****Corporations Act 2001  
Section 671B****Notice of change of interests of substantial holder**To Company Name/Scheme Hastings Diversified Utilities FundACN 058 693 388**1. Details of substantial holder (1)**Name APT Pipelines Limited (ACN 009 666 700), and Australian Pipeline Limited (ACN 091 344 704) in its capacity as responsible entity of Australian Pipeline Trust (ARSN 091 678 778) and APT Investment Trust (ARSN 115 585 441), and their controlled entities ("APA Group")ACN 009 666 700

There was a change in the interests of the substantial holder on

15/12/2011

The previous notice was given to the company on

30/11/2010

The previous notice was dated

30/11/2010**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Stapled Securities      | 102,487,003     | 19.77%           | 109,767,286    | 20.71%           |

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
|                | SEE ANNEXURE A                         |                      |                                               |                                         |                         |

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)                       | Class and number of securities    | Person's votes |
|-----------------------------|---------------------------------|------------------------------------------------|-------------------------------------------------------|-----------------------------------|----------------|
| APA Group                   | APT Pipelines Limited           | APT Pipelines Limited                          | on market purchases                                   | 109,767,286<br>Stapled Securities | 109,767,286    |
| APA Group                   | APT Pipelines Limited           | APT Pipelines Limited                          | Pursuant to section 608(1)(a) of the Corporations Act | 109,767,286<br>Stapled Securities | 109,767,286    |

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |

**6. Addresses**

The addresses of persons named in this form are as follows:

| Name      | Address                                                     |
|-----------|-------------------------------------------------------------|
| APA Group | HSBC Building, Level 19, 580 George Street, Sydney NSW 2000 |

**Signature**

print name Mark Knapman

Capacity: Company Secretary

sign here



date 15/12/2011

## Annexure A

### Changes in relevant interests

| Date of change<br>(Trade date) | Person whose relevant<br>interest changed | Nature of change                                                                                                                                                                                                                                                                     | Consideration given<br>in relation to change | Class and<br>number of<br>securities<br>affected | Person's votes affected |
|--------------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------|-------------------------|
| 5/7/11                         | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 560,540.18                                   | 360,476                                          | 360,476                 |
| 6/7/11                         | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 348,053.39                                   | 221,211                                          | 221,211                 |
| 7/7/11                         | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 1,789,620.01                                 | 1,132,886                                        | 1,132,886               |
| 8/7/11                         | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 826,696.00                                   | 520,000                                          | 520,000                 |
| 11/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 249,794.57                                   | 157,341                                          | 157,341                 |
| 12/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 436,323.80                                   | 274,245                                          | 274,245                 |
| 13/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 144,131.37                                   | 90,099                                           | 90,099                  |
| 14/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 875,942.62                                   | 541,608                                          | 541,608                 |
| 18/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 955,095.78                                   | 596,413                                          | 596,413                 |
| 19/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 413,864.61                                   | 257,956                                          | 257,956                 |
| 20/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 783,410.10                                   | 485,294                                          | 485,294                 |
| 21/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 380,640.70                                   | 235,094                                          | 235,094                 |
| 22/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 58,822.40                                    | 36,572                                           | 36,572                  |
| 25/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 438,637.60                                   | 270,881                                          | 270,881                 |
| 26/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 532,228.56                                   | 328,597                                          | 328,597                 |
| 27/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 561,689.55                                   | 346,859                                          | 346,859                 |
| 28/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 1,455,930.35                                 | 906,444                                          | 906,444                 |
| 29/7/11                        | APT Pipelines Limited                     | Purchase<br>on-market                                                                                                                                                                                                                                                                | 833,541.32                                   | 518,307                                          | 518,307                 |
| 15/12/2011                     | APT Pipelines Limited                     | No change - the<br>notice is given under<br>section 671B(1)(c) of<br>the Corporations Act<br>as a result of the<br>announcement of<br>the off-market<br>takeover offer made<br>by the APA Group<br>for all of the stapled<br>securities in Hastings<br>Diversified Utilities<br>Fund | Not applicable                               | Not applicable                                   | Not applicable          |

print name Mark Knapman

Capacity: Company Secretary

sign here



date 15/12/2011