



25 September 2012

The Manager
Company Announcements Office
Australian Securities Exchange
4th Floor, 20 Bridge Street
Sydney NSW 2000

Electronic Lodgement

Dear Sir/Madam

APT Pipelines Limited – Takeover bid for Hastings Diversified Utilities Fund (“HDUF”) – Notice of change of interests of substantial holder and institutional acceptance facility (“IAF”)

Attached is ASIC Form 604: *Notice of change of interests of substantial holder*, issued in relation to shares in Hastings Diversified Utilities Fund.

The table below shows separately and in aggregate (after deducting any withdrawals of acceptances or acceptance instructions) the change in:

- Acceptances - the number of HDUF stapled securities in which APT Pipelines Limited has a relevant interest; and
- IAF - the number of HDUF stapled securities in respect of which acceptance instructions (in the form of acceptance forms and/or directions to Pacific Custodians Pty Limited, the collection agent, to accept APT Pipelines Limited’s offer see page 28 of the fifth supplementary bidder’s statement) have been received in its IAF as at 24 September 2012,

since APT Pipelines Limited disclosed its last ASIC Form 604 on 21 September 2012.

	Number of HDUF stapled securities		Percentage of HDUF’s existing issued securities	
	Previous notice	Current notice	Previous notice	Current notice
Relevant interest	140,158,045	141,892,727	26.44%	26.77%
IAF	71,886,758	75,490,311	13.56%	14.24%
Totals	212,044,803	217,383,038	40.01%	41.02%

Stapled securities which are the subject of the IAF do not at this stage constitute formal acceptances of the takeover offer. Accordingly, the HDUF stapled securities in which APA Group has a relevant interest (as specified in the table above and the attached ASIC Form 604) do not include the HDUF stapled securities which are the subject of the IAF.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Mark Knapman', with a stylized, cursive script.

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 Fund

ACN/ARSN 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/ARSN (if applicable) 009 666 700

There was a change in the interests of the substantial holder on 24 / 09 / 2012

The previous notice was given to the company on 21 / 09 / 2012

The previous notice was dated 21 / 09 / 2012

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	140,158,045	26.44%	141,892,727	26.77%

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	APA Group	APA Group	Relevant interest arises under section 608(1)(a)	109,767,336 stapled securities	109,767,336
APA Group	Persons who have accepted APA Group's takeover offer for all off the HDF stapled securities	APT Pipelines Limited, pursuant to the Offer	Relevant interest arises under section 608(1) as a result of acceptances of the Offer	32,125,391 stapled securities	32,125,391

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 25 / 09 / 2012

Annexure A

Changes in relevant interests

Date of change (Trade date)	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
05/01/2012	APT Pipelines Limited	Acquisition of a relevant interest in HDF stapled securities arising from acceptances of APT Pipelines Limited's Offer dated 3 January 2012 ("Offer") contained in the Bidder's Statement dated 15 December 2011	\$0.72 cash and 0.390 APA Stapled Securities pursuant to the terms of the Offer	12,402 stapled securities	12,402
06/01/2012	APT Pipelines Limited	As above	As above	35,988 stapled securities	35,988
10/01/2012	APT Pipelines Limited	As above	As above	170,505 stapled securities	170,505
11/01/12	APT Pipelines Limited	As above	As above	151,565 stapled securities	151,565
12/01/2012	APT Pipelines Limited	As above	As above	155,416 stapled securities	155,416
13/01/2012	APT Pipelines Limited	As above	As above	160,404 stapled securities	160,404
16/01/2012	APT Pipelines Limited	As above	As above	60,298 stapled securities	60,298
17/01/2012	APT Pipelines Limited	As above	As above	59,639 stapled securities	59,639
18/01/2012	APT Pipelines Limited	As above	As above	18,037 stapled securities	18,037
19/01/2012	APT Pipelines Limited	As above	As above	38,500 stapled securities	38,500
23/01/2012	APT Pipelines Limited	As above	As above	4,575 stapled securities	4,575
25/01/2012	APT Pipelines Limited	As above	As above	9,525 stapled securities	9,525
27/01/2012	APT Pipelines Limited	As above	As above	28,883 stapled securities	28,883
30/01/2012	APT Pipelines Limited	As above	As above	10,039 stapled securities	10,039
31/01/2012	APT Pipelines Limited	As above	As above	16,252 stapled securities	16,252
06/02/2012	APT Pipelines Limited	As above	As above	37,680 stapled securities	37,680
07/02/2012	APT Pipelines Limited	As above	As above	69 stapled securities	69
08/02/2012	APT Pipelines Limited	As above	As above	18,463 stapled securities	18,463
09/02/2012	APT Pipelines Limited	As above	As above	23,836 stapled securities	23,836
10/02/2012	APT Pipelines Limited	As above	As above	92,536 stapled securities	92,536
13/02/2012	APT Pipelines Limited	As above	As above	66,312 stapled securities	66,312
14/02/2012	APT Pipelines Limited	As above	As above	30,228 stapled securities	30,228
15/02/2012	APT Pipelines Limited	As above	As above	11,976 stapled securities	11,976
16/02/2012	APT Pipelines Limited	As above	As above	4,547 stapled securities	4,547
17/02/2012	APT Pipelines Limited	As above	As above	112 stapled securities	112
20/02/2012	APT Pipelines Limited	As above	As above	17,054 stapled securities	17,054
21/02/2012	APT Pipelines Limited	As above	As above	53,980 stapled securities	53,980

Date of change (Trade date)	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
22/02/2012	APT Pipelines Limited	As above	As above	131,312 stapled securities	131,312
23/02/2012	APT Pipelines Limited	As above	As above	224 stapled securities	224
27/02/2012	APT Pipelines Limited	As above	As above	16,313 stapled securities	16,313
28/02/2012	APT Pipelines Limited	As above	As above	52 stapled securities	52
29/02/2012	APT Pipelines Limited	As above	As above	5,166 stapled securities	5,166
02/03/2012	APT Pipelines Limited	As above	As above	2,000 stapled securities	2,000
05/03/2012	APT Pipelines Limited	As above	As above	6,000 stapled securities	6,000
07/03/2012	APT Pipelines Limited	As above	As above	10,640 stapled securities	10,640
12/03/2012	APT Pipelines Limited	As above	As above	30,628 stapled securities	30,628
13/03/2012	APT Pipelines Limited	As above	As above	15,240 stapled securities	15,240
20/03/2012	APT Pipelines Limited	As above	As above	22,578 stapled securities	22,578
21/03/2012	APT Pipelines Limited	As above	As above	11,667 stapled securities	11,667
27/03/2012	APT Pipelines Limited	As above	As above	7,554 stapled securities	7,554
28/03/2012	APT Pipelines Limited	As above	As above	18,209 stapled securities	18,209
29/03/2012	APT Pipelines Limited	As above	As above	300 stapled securities	300
02/04/2012	APT Pipelines Limited	As above	As above	9,754 stapled securities	9,754
6/04/2012	APT Pipelines Limited	As above	As above	3,000 stapled securities	3,000
17/04/2012	APT Pipelines Limited	As above	As above	1 stapled security	1
19/04/2012	APT Pipelines Limited	As above	As above	5,500 stapled securities	5,500
27/04/2012	APT Pipelines Limited	As above	As above	5,000 stapled securities	5,000
04/05/2012	APT Pipelines Limited	As above	As above	19,269 stapled securities	19,269
16/05/2012	APT Pipelines Limited	As above	As above	23,394 stapled securities	23,394
17/05/2012	APT Pipelines Limited	As above	As above	2,497 stapled securities	2,497
12/06/2012	APT Pipelines Limited	As above	As above	4,700 stapled securities	4,700
20/06/2012	APT Pipelines Limited	As above	As above	9,050 stapled securities	9,050
03/07/2012	APT Pipelines Limited	As above	As above	11,800 stapled securities	11,800
09/07/2012	APT Pipelines Limited	As above	As above	7,342 stapled securities	7,342
19/07/2012	APT Pipelines Limited	As above	As above	7,175 stapled securities	7,175
24/07/2012	APT Pipelines Limited	As above	As above	10,620 stapled securities	10,620
27/07/2012	APT Pipelines Limited	As above	As above	83,984 stapled securities	83,984
01/08/2012	APT Pipelines Limited	As above	As above	5,750 stapled securities	5,750
13/08/2012	APT Pipelines Limited	As above	As above	16,835 stapled securities	16,835
21/08/2012	APT Pipelines Limited	As above	As above	48,960 stapled securities	48,960
22/08/2012	APT Pipelines Limited	As above	As above	10,000 stapled securities	10,000

Date of change (Trade date)	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
23/08/2012	APT Pipelines Limited	As above	As above	25,920 stapled securities	25,920
24/08/2012	APT Pipelines Limited	As above	As above	203,973 stapled securities	203,973
27/08/2012	APT Pipelines Limited	As above	As above	3,605,930 stapled securities	3,605,930
28/08/2012	APT Pipelines Limited	As above	As above	565,428 stapled securities	565,428
29/08/2012	APT Pipelines Limited	As above	As above	239,347 stapled securities	239,347
30/08/2012	APT Pipelines Limited	As above	As above	58,858 stapled securities	58,858
31/08/2012	APT Pipelines Limited	As above	As above	192,652 stapled securities	192,652
03/09/2012	APT Pipelines Limited	As above	As above	265,110 stapled securities	265,110
04/09/2012	APT Pipelines Limited	As above	As above	700,130 stapled securities	700,130
05/09/2012	APT Pipelines Limited	As above	As above	259,058 stapled securities	259,058
06/09/2012	APT Pipelines Limited	As above	As above	847,949 stapled securities	847,949
07/09/2012	APT Pipelines Limited	As above	As above	1,226,919 stapled securities	1,226,919
10/09/2012	APT Pipelines Limited	As above	As above	2,397,335 stapled securities	2,397,335
11/09/2012	APT Pipelines Limited	As above	As above	1,581,276 stapled securities	1,581,276
12/09/2012	APT Pipelines Limited	As above	As above	1,851,546 stapled securities	1,851,546
13/09/2012	APT Pipelines Limited	As above	As above	1,322,977 stapled securities	1,322,977
14/09/2012	APT Pipelines Limited	As above	As above	1,528,030 stapled securities	1,528,030
17/09/2012	APT Pipelines Limited	As above	As above	2,952,967 stapled securities	2,952,967
18/09/2012	APT Pipelines Limited	As above	As above	1,444,464 stapled securities	1,444,464
19/09/2012	APT Pipelines Limited	As above	As above	1,284,850 stapled securities	1,284,850
20/09/2012	APT Pipelines Limited	As above	As above	5,984,655 stapled securities	5,984,655
21/09/2012	APT Pipelines Limited	As above	As above	790,214 stapled securities	790,214
24/09/2012	APT Pipelines Limited	As above	As above	944,468 stapled securities	944,468

print name Mark Knapman

Capacity: Company Secretary

sign here



date 25 / 09 / 2012