



Fax

To Company Announcements Office

Company Australian Stock Exchange Ltd

Fax 1300 135 638

From Jessica Cirillo

Date 15/10/2013

Pages 5

Subject ASIC Form 604 – APA Group

UniSuper Limited

Adelaide Office

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Head Office

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Melbourne Victoria 3000

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Administrator

UniSuper Management Pty Ltd

ABN 91 006 961 799

Australian Financial Services

Licence No. 235907

Trustee

UniSuper Limited

ABN 54 006 027 121

Fund

ABN 91 385 943 850

Dear Sir/Madam,

I attach the notice regarding our change in substantial shareholding, signed by our Company Secretary. Please note that the securities are held by National Nominees Limited as custodian for UniSuper Limited. We only received notification of this change in the last day or so. Please note that various fund managers hold the shares as investment manager for UniSuper Ltd. Details are attached

If you have any queries please contact me.

Yours sincerely,

A handwritten signature in black ink, appearing to read "J Cirillo", with a stylized flourish at the end.

Jessica Cirillo

Investment Accountant

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme APA Group

ACN/ARSN _____

1. Details of substantial holder(1)Name National Nominees as Custodian for UniSuper LtdACN/ARSN (if applicable) 004 278 899There was a change in the interests of the
substantial holder on11 / 10 / 2013

The previous notice was given to the company on

03 / 09 / 2013

The previous notice was dated

03 / 09 / 2013**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)
Ordinary	48,071,155	5.75%	57,698,008	6.90%

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
	Refer to Appendix 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
	Refer to Appendix B				

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 (3) 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

6. Addresses

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

Name	Address
UniSuper Limited	Level 35, 385 Bourke Street, Melbourne VIC
National Nominees Ltd	500 Bourke Street Melbourne, VIC 3000

Signature

print name ANNE WRIGHT

capacity Company Secretary

sign here

Anne W. Wright

date 15/10/13

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

APPENDIX A

TYPE	SECURITY	SECURITY	NAB-PF	ISIN	BROKER	CONTRACT	SETTLE	UNITS	PRICE/YIELD	COST(N.	Book Cost	Settle
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	23/09/2013	26/09/2013	5,768	5.9	34073.06	34073.06	34076.12
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	8/10/2013	11/10/2013	304,352	5.8996	1797764	1797764	1797925
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	26/09/2013	1/10/2013	455,698	5.89	2687363	2687363	2687604
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	13/09/2013	18/09/2013	1,055,574	5.8545	6187459	6187459	6188015
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	11/09/2013	16/09/2013	4,506,036	5.9497	26842538	26842538	26844951
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	10/09/2013	13/09/2013	1,167,418	5.95	6954681	6954681	6955306
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	6/09/2013	11/09/2013	627,064	5.9272	3721305	3721305	3721640
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	4/10/2013	10/10/2013	202,700	5.8889	1195148	1195148	1195256
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	20/09/2013	25/09/2013	3,928	5.885	23144.71	23144.71	23146.79
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	2/10/2013	8/10/2013	69,831	5.89	411810.5	411810.5	411847.5
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	17/09/2013	20/09/2013	17,745	5.83	103580.6	103580.6	103589.9
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	19/09/2013	24/09/2013	424,646	5.8806	2500245	2500245	2500470
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	24/09/2013	27/09/2013	5,151	5.8929	30391.67	30391.67	30394.4
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	24/09/2013	27/09/2013	386,832	5.89	2281743	2281743	2281448
OS-PUR	APA	APA GROU USMHGH		AU0000000/	MACQUA	25/09/2013	30/09/2013	81,817	5.89	482494.9	482494.9	482538.2

START	48,383,448
PURCH	9,314,560
END	57,698,008

Appendix B - Details of Relevant Holders

Holder of Interest	Registered Holder	Person entitled	Holding	Class	Persons votes
SSgM Passive Australian Equities	National Nominees Ltd	UniSuper Limited	1,066,573	Ordinary	1,066,573
USM Aust Equities Income	National Nominees Ltd	UniSuper Limited	6,742,442	Ordinary	6,742,442
USM Core Model Aust Eq Db	National Nominees Ltd	UniSuper Limited	1,000,000	Ordinary	1,000,000
USM HIGH RISK AUST EQUITIES	National Nominees Ltd	UniSuper Limited	48,888,993	Ordinary	48,888,993
			57,698,008		57,698,008