



**Kevin Keenan**  
Company Secretary

*Phone: 61 3 8688 3978*  
*Fax: 61 3 9614 5298*

5 February 2010

Australian Securities Exchange  
Company Announcements Office  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Substantial Security Holder Notice**

Please find attached a notice of ceasing to be a Substantial Security Holder for ING Office Fund.

Yours sincerely

A handwritten signature in black ink, consisting of a large, stylized 'K' followed by a horizontal line.

Kevin Keenan  
Company Secretary

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AXA Asia Pacific Holdings Limited  
ABN 78 069 123 011

# Form 605

Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme ING Office Fund

ACN/ARSN \_\_\_\_\_

### 1. Details of substantial holder (1)

Name AXA SA ("AXA"), AXA Asia Pacific Holdings Limited ("AXA APH") and various bodies corporate controlled by AXA and AXA APH listed in Schedule 1 (together, "the AXA Group") and certain other entities associated with AXA and AXA APH listed in Schedule 1.)

ACN/ARSN (if applicable) 069 123 011

The holder ceased to be a substantial holder on 03 February 2010

The previous notice was given to the company on 02 February 2010

The previous notice was dated 29 January 2010

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to changes (5)	Class (6) and number of securities affected (ordinary shares unless stated otherwise)	Person's votes affected
See column 2 of Schedule 2.	Each person whose relevant interest has changed is listed in Schedule 1.	The change in the relevant interest occurred as a result of various transactions effected on the Australian Stock Exchange (see Schedule 2 for details, in particular column 3).	See column 4 of Schedule 2.	See column 5 of Schedule 2.	[See previous column.]

### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
[Not applicable.]	[Not applicable.]

### 4. Addresses

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

Name	Address
See Parts A and B of Schedule 1 (column 1).	See Parts A and B of Schedule 1 (column 2).

### Signature

Print name: Kevin Keenan

Capacity: Company Secretary, AXA Asia Pacific Holdings Limited

Sign here: 

Date: 5 February 2010

#### 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

*Note: All information provided in this schedule is based on the information available to AXA APH at the time of filing this notice.*

**PART A - PERSONS WITH A RELEVANT INTEREST**

Name	Address
<b><i>Part A(i) - Responsible entities / trustees / managers of funds / delegates of managers [s 608(1)(b) and (c)]</i></b>	
Various AXA Group entities which are responsible entities, trustees, managers of funds and delegates of	Not applicable
National Mutual Funds Management Limited	750 Collins Street, Docklands, Victoria 3008
IPAC Securities Limited	750 Collins Street, Docklands, Victoria 3008
IPAC Asset Management Limited	750 Collins Street, Docklands, Victoria 3008
AllianceBernstein L.P.	1345 Avenue of the Americas, NYC 10105
AllianceBernstein Australia Limited	Level 29, 1 Farrer Place, Sydney, NSW 2000
Various custodians on behalf of various international entities ultimately controlled by AXA (details not available at time of filing)	Various
<b><i>Part A(ii) - Persons with voting power greater than 20% in persons listed in Parts A(i) and (ii)</i></b>	
Various AXA Group entities, including, as ultimate holding companies, those set out below	Not applicable
AXA SA	25 Avenue Matignon 75008 Paris France
AXA Asia Pacific Holdings Limited	750 Collins Street, Docklands, Victoria 3008
<b><i>Part A(iii) - Other relevant interests</i></b>	
[Not applicable.]	

**PART B - ASSOCIATES OF PERSONS WITH A RELEVANT INTEREST**

Name	Address
<b><i>Part (B)(i) - AXA Group Companies [associates by virtue of s 12(2)(a) of CA]</i></b>	
AXA SA	25 Avenue Matignon 75008 Paris France
Folio Nominees Pty Ltd	750 Collins Street, Docklands, Victoria 3008
National Mutual Funds Management (Global) Limited	750 Collins Street, Docklands, Victoria 3008
AXA Asia Pacific Holdings Limited	750 Collins Street, Docklands, Victoria 3008
The National Mutual Life Association of Australasia Ltd	750 Collins Street, Docklands, Victoria 3008

Name	Address
Ipac Asset Management Ltd	750 Collins Street, Docklands, Victoria 3008
Ipac Financial Care Ltd	750 Collins Street, Docklands, Victoria 3008
Ipac Portfolio Management Ltd	750 Collins Street, Docklands, Victoria 3008
Ipac Financial Services Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Ipac Group Services Pty Ltd	750 Collins Street, Docklands, Victoria 3008
David Bird Financial Services Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Lidomein Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Walker Lawrence & Associates Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Strategic Planning Partners Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Albert & Will Financial Planning Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Financial Resources Group Pty Ltd	750 Collins Street, Docklands, Victoria 3008
Clientcare Australia (Investments) Pty Ltd	750 Collins Street Docklands, Victoria 3008
TM Securities Pty Ltd	750 Collins Street Docklands, Victoria 3008
Monere	750 Collins Street Docklands, Victoria 3008
Armitage Investment Services Pty Ltd	750 Collins Street Docklands, Victoria 3008
Armitage Group Pty Ltd	750 Collins Street Docklands, Victoria 3008
Sterling Grace Portfolio Management Group Pty Ltd	750 Collins Street Docklands, Victoria 3008
SG Holdings Ltd	750 Collins Street Docklands, Victoria 3008
Alliance Capital Management Corporation of Delaware	1345 Avenue of the Americas, NYC 10105
AXA Equitable Life Insurance Company	1290 Avenue of the Americas, NYC 10105
AXA Financial, Inc.	1290 Avenue of the Americas, NYC 10105
NMMT Limited	750 Collins Street Docklands, Victoria 3008
National Mutual Funds Management NZ Limited	Level 6, 80 The Terrace, Wellington
A.C.M.C. Inc	1345 Avenue of the America, NYC 10105
Neuville Company Inc	C/-750 Collins Street Docklands, Victoria 3008
Spicers Portfolio Management Ltd	Level 6, 80 The Terrace, Wellington
Assure New Zealand Ltd	Level 6, 80 The Terrace, Wellington
Arcus Investment Management Ltd	Level 6, 80 The Terrace, Wellington
Client Portfolio Administration Ltd	Level 6, 80 The Terrace, Wellington

Name	Address
Sterling Portfolio Management Ltd	Level 6, 80 The Terrace, Wellington
Client Reserve Ltd	Level 6, 80 The Terrace, Wellington
Mortgage Backed Bonds Limited	Level 6, 80 The Terrace, Wellington
AXA Rosenberg Investment Management LLC	4 Orinda Way Building E Orinda, California 94563
In addition to the entities referred to above, each other entity in AXA's global corporate group which is ultimately controlled by AXA is an associate of a person whose relevant interest changed.	
<b><i>Part B(ii) - Other associates</i></b>	
Not applicable	

## SCHEDULE 2 - CHANGES IN RELEVANT INTERESTS

Holder of Relevant Interest	Date of Transaction	Transaction Type	Consideration	# Shares
HSBC Custody Nominees Ltd Australia as custodian for ipac Securities Ltd		open		1,307,692.00
	29 - 31 Jan 10			-
	1 - 3 Feb 10			-
				1,307,692.00
HSBC Custody Nominees Ltd Australia as custodian for National Mutual Funds Management Ltd		open		36,401,170.00
	29 - 31 Jan 10			-
	1 - 3 Feb 10			-
				36,401,170.00
Various Nominees (International AXA entities) Details not available at time of filing		open		98,870,093.00
	29 - 31 Jan 10			-
	1 - 3 Feb 10		-	11,471,000.00
				87,399,093.00
TOTAL				125,107,955.00