



## **ASX and Media Announcement**

**3 June 2011**

### **Qube Reaches Agreement to Acquire Kawasaki (Australia) Pty Limited Interests**

Qube Logistics (Qube) today announced that it has reached agreement with Kawasaki (Australia) Pty Limited (Kawasaki) to acquire Kawasaki's shareholdings in certain operating businesses in Qube's Automotive, Bulk and General Stevedoring division as well as Kawasaki's shareholding in Minto Properties Pty Limited.

The total consideration payable to Kawasaki for these interests, which are outlined below, is the issue of 72.7 million shares in the proposed new holding company of Qube post the proposed restructure of Qube. Additionally, Qube will pay Kawasaki approximately \$14.82 million in cash representing the outstanding balance of the shareholder loans that Kawasaki has made to these businesses. The other terms of the transaction are consistent with the agreement reached with Wilh. Wilhelmsen Holdings ASA (Wilhelmsen) in April 2011 including agreement that 75% of the shares to be issued to Kawasaki will be subject to a three year trading restriction.

Qube also announced that it has reached in-principle agreement with the remaining minority shareholders in each of the investment entities in the Automotive, Bulk and General Stevedoring division to acquire their interests in each entity on terms substantially the same as agreed with Wilhelmsen.

This is expected to involve the issue of approximately 3.4 million shares in the proposed new holding company of Qube following the proposed restructure of Qube. The sellers have agreed that 75% of these shares will also be subject to a three year trading restriction and no cash consideration will be paid by Qube to the sellers. This agreement is expected to be documented shortly.

These transactions, together with the acquisitions from Wilhelmsen, will give Qube full ownership of all of the issued shares of POAGS, the largest business within the division and full ownership of Minto Properties, the holder of a strategic property with potential for future development as an inland rail terminal given its location adjacent to the Southern Sydney Freight Line. It will also increase Qube's indirect interests in the other businesses in the Automotive, Bulk and General Stevedoring division.

Qube's current ownership interests in Minto Properties and the underlying operating businesses within the Automotive, Bulk and General Stevedoring division and its expected ownership interests following the completion of the acquisition of the additional interests from Kawasaki, the other minority sellers and Wilhelmsen, are outlined below.

<b>Underlying Business</b>	<b>Qube Current Ownership (%)</b>	<b>Interest Acquired From Wilhelmsen (%)</b>	<b>Interest Acquired From Kawasaki (%)</b>	<b>Interest Acquired From Other Minorities (%)</b>	<b>Qube Ownership Post Transaction (%)</b>
POAGS	54.2%	22.5%	22.5%	0.8%	100.0%
AAT	38.6%	5.5%	5.5%	0.4%	50.0%
NSS	38.3%	11.3%	0.0%	0.4%	50.0%
Prixcar	19.4%	5.6%	0.0%	0.0%	25.0%
Minto Properties	50.0%	0.0%	50.0%	0.0%	100.0%

The acquisition is subject to certain conditions including the parties entering into long form documentation, receipt of unitholder approval for the issue of shares for the acquisitions, the completion of the proposed corporatisation of Qube and internalisation of Qube's management, no material adverse change in the financial or operating position of Qube or any of its investees occurring prior to completion and final approval from the Kawasaki Kisen Kaisha Limited Board.

Completion of the transaction is presently expected to occur in August 2011. Kawasaki will be invited to nominate one Director to the Board of the proposed new holding company of Qube with effect from completion.

Further information on these transactions will be included in the unitholder booklet being prepared in relation to the proposed corporatisation and management internalisation of Qube (Restructure).

Sam Kaplan, Managing Director of Kaplan Funds Management Pty Limited (KFM), the manager of Qube, said "The agreement with Kawasaki is another important step in transforming Qube into a major logistics operating company. We are pleased to have been able to increase Qube's control of, and ownership in, these quality logistics businesses and assets while still ensuring that the close and mutually beneficial relationship with Kawasaki is maintained".

### **Update on Corporatisation and Internalisation**

It is currently expected that the unitholder booklet relating to the Restructure will be lodged with the Australian Securities and Investments Commission and Australian Securities Exchange for review in the next 1-2 weeks. The unitholder booklet will include a report prepared by the independent expert to assess whether each element of the Restructure is fair and reasonable to unitholders.

The unitholder booklet is expected to be sent to unitholders in early July 2011 and the unitholder meeting to vote on the resolutions relating to the Restructure and certain ancillary transactions is expected to be held in mid-August 2011.

Based on this timetable, if all of the resolutions are passed by unitholders, it is anticipated that the corporatisation, the internalisation and the acquisition of additional interests in the Automotive, Bulk and General Stevedoring division and Minto Properties will be completed in late August 2011.

Qube had previously announced that it expected the Restructure to be completed by 1 July 2011. The deferral has been caused by the three significant transactions with DP World, Wilhelmsen and Kawasaki that were negotiated and announced by Qube after the original target timetable was advised. As each of these transactions is beneficial to Qube, it was considered appropriate that they be agreed prior to the corporatisation of Qube.

### **Acquisition of Mackenzie Intermodal**

Qube announces that P&O Trans Australia (POTA) has entered into a binding agreement to acquire 100% of Mackenzie Intermodal, a South Australian based integrated logistics business. POTA will also acquire some freehold land located adjacent to the operations that will be used for future expansion. The transaction is subject to a small number of conditions and is expected to be completed in July/August 2011.

Qube owns approximately 94.5% of POTA through its Landside Logistics division. Further information on the acquisition is contained in the attached POTA press release.

The consideration expected to be paid by POTA reflects an EBITDA multiple of around 5.0 times based on 2010 unaudited earnings. The acquisition will be funded from internal cash resources within the Qube group and available facilities. The acquisition is not expected to have a material impact on Qube.

This announcement has been prepared and released on behalf of Qube by Kaplan Funds Management Pty Limited, the manager of Qube.

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30 May 2011

## **ANNOUNCEMENT**

### **P&O Trans Australia Reaches Agreement to Acquire Mackenzie Intermodal to Broaden its South Australian Operations**

On Wednesday May 25, 2011, Qube's (ASX; QUB) port logistics division P&O Trans Australia (POTA) reached agreement to acquire Mackenzie Intermodal Group a South Australian based integrated transport business. The transaction will be finalised July/August 2011.

P&O Trans Managing Director Paul Digney said the acquisition is 'an exciting opportunity to further grow the POTA/Qube presence in South Australia'.

'The Mackenzie Intermodal business is a progressive and diversified South Australian transport group which will deliver a significant regional network, strong management team and exposure to an excellent customer base to the existing POTA businesses', Mr Digney said.

Mackenzie Intermodal was founded in Bordertown, South Australia in 1982; Mackenzie Intermodal provides general freight services to Melbourne and Adelaide. Mackenzie Intermodal maintains facilities at Outer Harbor in Adelaide, Murray Bridge, Bordertown and Hynam in the South East of South Australia. In addition a Melbourne facility is also in operation. The extensive Mackenzie Intermodal Outer Harbor container park provides direct access to rail and shipping facilities to enable Mackenzie Intermodal to provide import/export transport solutions.

The owner and director of Mackenzie Intermodal Mr Lynton Mackenzie will be leaving the business to pursue other interests outside of the logistics industry. 'I am very excited for the staff and customers of Mackenzie Intermodal, POTA offers a great opportunity for all parties to be part of a growing national logistics business', Mr Mackenzie said today.

The CEO of Mackenzie Intermodal and Mackenzie Hillebrand (Joint Venture with JF Hillebrand) Mr Demi Cassiani will continue in his role of leading the business. 'I am excited with the opportunity to continue to lead the businesses within a major national logistics provider which will provide greater opportunity for our management and staff and a greater offering to our valued customers', Mr Cassiani said.

'POTA is committed to developing regional hubs across Australia that are linked to the major container ports, the Mackenzie regional facilities in Murray Bridge, Bordertown and Hynam will be a welcome addition to the POTA's logistics network', further more 'the Adelaide facility is a world class facility within close proximity to the Adelaide Ocean Terminal and direct rail access to the site'. Mr Digney said.

There are no immediate changes forecast for the business, the initial focus of the combined business will be to work with the management team to deliver on identified synergies and opportunities

More information on P&O Trans Australia can be found on our website; [www.pota.com.au](http://www.pota.com.au)

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