

Form **605**  
Corporations Law  
Section 671B

**Notice of ceasing to be a substantial holder**

ABS

To: Company Name/Scheme **The Secretary**  
**A.B.C. Learning Centres Limited**  
**20 Metroplex Avenue**  
**Murarrie Qld 4172**  
**Fax: (07) 3229 2799**  
**ACN/ARSN ACN 079 736 664**

**1. Details of substantial holder**

Name **National Australia Bank Limited Group (ACN 004 044 937) being comprised of the bodies corporate listed in Annexure A and which includes:**  
ACN (if applicable) **FlexiPlan Australia Limited (ACN 056 678 427)**  
**MLC Investments Limited (ACN 002 641 661)**  
**National Australia Trustees Limited (ACN 007 350 405)**

The holder ceased to be a substantial holder on 14/12/2004

The previous notice was given to the company on 10/12/2004  
The previous notice was dated (d/m/y) 10/12/2004

**2. Changes in relevant interests**

Ceased to be a substantial holder due to increase in issued capital of A.B.C. Learning Centres Limited as advised by IRESS Market Technology Limited.  
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	Consideration given in relation to change	Class and number of shares affected	Persons votes affected
08/12/2004 to 4/12/2004	MLC Investments Limited	Share purchase	\$5.00 to \$5.13	Ordinary 512,415	512,415

**3. Changes in association**

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

Name and ACN (if applicable)	Nature of association
No change	

#### 4. Addresses

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

	Address
FlexiPlan Australia Limited	Level 16 216 St Georges Terrace PERTH WA 6000
MLC Investments Limited	Level 4 105-153 Miller Street NORTH SYDNEY NSW 2060
National Australia Bank Limited	Level 24 500 Bourke Street MELBOURNE VIC 3000
National Australia Trustees Limited	Level 7 105-153 Miller Street NORTH SYDNEY NSW 2060

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#### Signature

name Susan Elizabeth Crook

Capacity  
Associate Company Secretary  
for and on behalf of National Australia Bank  
Limited

signature

date / /

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## ANNEXURE A

This is Annexure A of three pages referred to  
in the Form 605 Notice of ceasing to be a substantial holder signed by me and dated

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**Susan Elizabeth Crook**  
**Associate Company Secretary**

### **National Australia Bank Limited Group**

#### **National Equities Limited**

National Australia Group (NZ) Limited

BNZ International Australia Limited  
BNZ Securities Australia Limited  
Partown Pty Limited

Bank of New Zealand Limited  
BNZ Funding Limited  
BNZ International (Hong Kong) Limited  
BNZ Investments Limited  
BNZ Equipment Limited  
BNZ International Limited  
Amber Liquid Investments Limited  
BNZ Corporation Limited  
BNZI Securities (No 1) Limited  
BNZI Securities (No 2) Limited  
BNZ Property Investments Limited  
BNZ Branch Properties Limited  
BNZ Properties (Auckland) Limited  
BNZ Properties Limited  
Flamingo Holdings Incorporated  
Iraklis Eleven Limited  
Interchange and Settlement Limited  
Maroro Leasing Limited  
New Zealand Card Services Limited  
Quill Financing Limited  
Peterel Financing Limited  
Custom Fleet (NZ) Limited  
Screen Holdings Limited  
Screen Holdings No. 2 Limited  
Screen Holdings No. 3 Limited  
Screen Holdings No. 4 Limited  
Screen Holdings No. 5 Limited  
Screen Holdings No. 6 Limited  
BNZ Capital Guaranteed Growth Fund Limited  
National Australia Limited (In liquidation)

#### Bank of New Zealand Associated Companies

Electronic Transaction Services Ltd  
Loyalty New Zealand Limited  
Mondex New Zealand Limited

National Americas Investment, Inc.  
MSRA Holdings, Inc.  
National Americas Capital Investment LLC  
SR Funding Corporation  
National Australia Capital Markets, LLC  
National Australia Bank Capital LLC  
National Australia Funding (Delaware) Inc  
National Australia Capital Markets LLC

#### **National Wealth Management Holdings Limited**

ACN 094 484 625 Ltd  
National Australia Management Services Ltd. (In Liquidation)  
National Wealth Management Services Ltd  
MLC Asia Ltd

National Australia Financial Management Limited  
MLC Corporate Services Asia (Singapore) Limited  
PF MLC Investment Indonesia Ltd  
National Corporate Investment Services Limited  
MLC Funds Management Limited  
GWM Adviser Services Limited  
Godfrey Pembroke Limited

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National Asset Management Limited  
NAM NT Rail Pty Limited  
National Australia Financial Planning Pty Limited (In Liquidation)  
National Australia Superannuation Pty. Ltd.  
NAFM Investments Pty. Ltd. (In Liquidation)  
JANA Investment Advisers Pty Limited  
Superannuation for Australian Corporate Employees Pty Ltd (In Liquidation)  
Wealth Management & Community Fund Pty Ltd (Not yet established)  
National Australia Fund Management Ltd

MLC Holdings Limited  
Your Prosperity Limited  
MLC Investments Limited  
MLC Computer Pty Limited  
Apogee Financial Planning Limited  
Australian Eagle Life Ltd (In Liquidation)

MLC Limited  
ThreeSixty Limited  
Godfrey Pembroke Financial Services Limited (in Liquidation)  
Heritage Management Limited (In Liquidation)  
Plum Financial Services Limited  
PLUMFS Limited (In Liquidation)  
PFS Nominees Pty Ltd  
FlexiPlan Australia Limited (In Liquidation)  
Medfin Australia Pty Limited  
MLC Properties Pty Limited  
MLC Nominees Pty Ltd  
Messenia Pty Limited (In Liquidation)  
Fortuitous Assets Ltd  
Sophisticated Assets Ltd  
Eight Star Group Ltd  
Stable Markets Holdings Ltd  
HKMLC Holdings Ltd (55%)  
MLC (Hong Kong) Ltd  
MLC Trustees (Hong Kong) Ltd  
Hong Kong Wealth Management Ltd  
SMMR (Thailand) Co. Ltd (49%)  
Tun Charoen Ltd (74%)  
Advance MLC Assurance Company Limited  
PT MLC Life Indonesia

MLC Lifetime Company Limited  
CFG Nominees Pty Ltd (In liquidation)  
Capita Properties Pty Ltd  
Tropical Breeze, Inc (In liquidation)  
Cameron Close Pty Ltd (In Liquidation)

National Wealth Management International Holdings Limited  
National Wealth Management Europe Holdings Limited  
National Europe Holdings (Wealth Management) Limited  
National Australia Life Company Ltd  
National Australia Life Services Ltd  
National Australia Insurance Services Limited  
MLC Savings Limited  
MLC Trust Management Ltd  
Clydesdale Bank Insurance Brokers Limited  
Northern Bank Insurance Services Ltd.  
Yorkshire Bank Financial Services Limited  
Wealth Management Mauritius Holdings Limited  
PT Tefur Emas Perkasa  
PT Indonesia Emas Perkasa  
PT Tefur Emas Indonesia  
National Wealth Management New Zealand Holdings Limited  
BNZ Investment Management Limited  
BNZ Life Insurance Limited  
BNZ Nominees Limited



Asibond Pty Limited  
Valewin Pty Limited  
Elly Investments Pty Ltd  
Rosie Investments Pty Ltd (85%)  
National Nominees Limited  
National Nominees (London) Limited  
National Margin Services Pty Ltd  
NMS Nominees Pty Ltd  
National Markets Group Limited  
Australian Market Automated Quotation (Ausmaq) System Limited  
Ausmaq (NZ) Limited  
National OnLine Trading Limited  
National OnLine Trading Nominees Pty Ltd  
O2-e Limited  
National eProcurement Ltd  
National eProcurement Australia Pty Ltd  
National eProcurement UK Ltd  
NBA Leasing Pty. Limited  
VPL Securities Pty Limited  
Alice Corporation Pty Ltd (50%NAB)  
Harkay Limited  
**Guidestar Financial Limited**  
Guidestar Financial Group Limited  
Pinnacle Holdings NZ Ltd  
Vilexton Pty Limited (In Liquidation)  
Rycee 1 Pty Ltd (85%)  
Rycee 2 Pty Ltd (85%)  
Rycee 3 Pty Ltd (85%)  
Rycee 4 Pty Ltd (85%)  
Rycee 5 Pty Ltd (85%)

Rycee 6 Pty Ltd (85%)  
National Australia Capital Securities (UK) PLC  
National Australia Securities (Jersey) Limited  
Loyalty Pacific Pty Ltd (50% NAB; 50% Coles Myer)  
FBP Awards Fund Pty Ltd (50% NAB; 50% Coles Myer)  
**Relationship Services Pty Limited**  
Loyalty Pacific (Hong Kong) Ltd (50% RSPL)  
C.B.C. Investments Limited (In liquidation)  
C.B.C. Investments Services Limited (In liquidation)  
Custom Credit Holdings Limited (In liquidation)  
Custom Credit Corporation Limited (In liquidation)  
Carrington Confirmer Pty. Limited (In liquidation)  
Australian Equity Corporation Limited (In liquidation)  
First National Limited (In liquidation)  
First National Finance Limited (In liquidation)  
National Funding Holdings Pty Ltd  
Mockey 1 Pty Ltd  
Mockey 2 Pty Ltd  
Mockey 3 Pty Ltd  
Mockey 4 Pty Ltd  
Mockey 5 Pty Ltd  
Mockey 6 Pty Ltd  
Messinia Pty Ltd (In Liquidation)  
National Australia Travel Limited (In Liquidation)  
Tasovac Pty Ltd  
National Global MBS Manager Pty Ltd  
Custom Lease Pty Ltd (In Liquidation)  
Groundsel Pty Ltd (In Liquidation)  
National Australia Leasing (Qld) Pty Ltd (In Liquidation)