

Form 603

To: Melbourne IT Limited

ACN/ARSN: 073 716 793

1. Details of substantial holder

Name: Commonwealth Bank of Australia ACN 123 123 124 (CBA), and their subsidiaries listed in Annexure "A" to this notice (Commonwealth Bank Group)

The holder became a substantial holder on: 18/02/2005

2. Details of 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting Power
Fully paid ordinary shares	0	0	0%

For the securities (if any) listed below see NOTE 1 at the end of this form

Class of securities	Number of securities	Person's votes	Voting Power
Fully paid ordinary shares	658,427	658,427	1.24% See note 1 at the end of this form

For the securities (if any) listed below see NOTE 2 at the end of this form

Class of securities	Number of securities	Person's votes	Voting Power
Fully paid ordinary shares	2,009,994	2,009,994	3.81% See note 2 at the end of this form

Class of securities	Number of securities	Person's votes	Voting Power
GRAND TOTAL Fully paid ordinary shares	2,668,421	2,668,421	5.05%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of shares
Commonwealth Bank Group	Relevant interest under Section 608(3)(b) of the Corporations Act as ultimate holding company of the Commonwealth Bank Group	2,668,421 Fully paid ordinary shares
CFSIL as RE CFS Wholesale 452 Australian Share Fund	Power to exercise voting rights pursuant to position held as the life company holding statutory funds or as the responsible entity or manager of a managed investment scheme or under investment mandate.	658,427 Fully paid ordinary shares "" See note 1 on the last page of this form.
CMLA	The Colonial Mutual Life Assurance Society Limited (ACN 004 021 809) ("CMLA") has entered into an Exclusivity Agreement (attached as Annexure A) pursuant to which certain shares in 452 Capital Pty Ltd ("452 Capital") must not be sold unless CMLA consents. CMLA, by virtue of s608 (3)(a), has a relevant interest in all securities in which 452 Capital has a relevant interest. CMLA has no ability to control voting or disposal in relation to those securities in which 452 Capital has a relevant interest (which are identified below).	541,383 Fully paid ordinary shares "" See note 2 on the last page of this form.
CMLA	The Colonial Mutual Life Assurance Society Limited (ACN 004 021 809) ("CMLA") has entered into an Exclusivity Agreement (attached as Annexure A) pursuant to which certain shares in 452 Capital Pty Ltd ("452 Capital") must not be sold unless CMLA consents. CMLA, by virtue of s608 (3)(a), has a relevant interest in all securities in which 452 Capital has a relevant interest. CMLA has no ability to control voting or disposal in relation to those securities in which 452 Capital has a relevant interest (which are identified below).	185,803 Fully paid ordinary shares "" See note 2 on the last page of this form.
CMLA	The Colonial Mutual Life Assurance Society Limited (ACN 004 021 809) ("CMLA") has entered into an Exclusivity Agreement (attached as Annexure A) pursuant to which certain shares in 452 Capital Pty Ltd ("452 Capital") must not be sold unless CMLA consents. CMLA, by virtue of s608 (3)(a), has a relevant interest in all securities in which 452 Capital has a relevant interest. CMLA has no ability to control voting or disposal in relation to those securities in which 452 Capital has a relevant interest (which are identified below).	1,034,502 Fully paid ordinary shares "" See note 2 on the last page of this form.
CMLA	The Colonial Mutual Life Assurance Society Limited (ACN 004 021 809) ("CMLA") has entered into an Exclusivity Agreement (attached as Annexure A) pursuant to which certain shares in 452 Capital Pty Ltd ("452 Capital") must not be sold unless CMLA consents. CMLA, by virtue of s608 (3)(a), has a relevant interest in all securities in which 452 Capital has a relevant interest. CMLA has no ability to control voting or disposal in relation to those securities in which 452 Capital has a relevant interest (which are identified below).	248,306 Fully paid ordinary shares "" See note 2 on the last page of this form.

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of shares
CFSIL as RE CFS Wholesale 452 Australian Share Fund	Citicorp Nominees Pty Limited GPO Box 764G, Melbourne VIC 3001	CFSIL as RE CFS Wholesale 452 Australian Share Fund	658,427 Fully paid ordinary shares "*" See note 1 on the last page of this form.
CMLA	JP Morgan Nominees Australia Limited Level 37 AAP Centre 259 George Street Sydney NSW 2000 Australia	Australian Retirement Fund - 452 Capital	541,383 Fully paid ordinary shares "***" See note 2 on the last page of this form.
CMLA	JP Morgan Nominees Australia Limited Level 37 AAP Centre 259 George Street Sydney NSW 2000 Australia	HostPlus - 452 Capital	185,803 Fully paid ordinary shares "***" See note 2 on the last page of this form.
CMLA	JP Morgan Nominees Australia Limited Level 37 AAP Centre 259 George Street Sydney NSW 2000 Australia	R.E.S.T - 452 Capital	1,034,502 Fully paid ordinary shares "***" See note 2 on the last page of this form.
CMLA	ANZ Custodian Services Limited Level 25 530 Collins Street Melbourne Vic 3000	Warakirri Endeavour Fund - 452 Capital	248,306 Fully paid ordinary shares "***" See note 2 on the last page of this form.

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder, is as follows:

Holder of relevant interest	Date of acquisition	Consideration Cash	Non-Cash	Class and number of securities
See annexure "B" to this notice.				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name	Nature of Association
CBA and Commonwealth Bank Group	The Commonwealth Bank Group (other than Commonwealth Bank of Australia) are body corporates controlled by Commonwealth Bank of Australia and are therefore associates of Commonwealth Bank of Australia and of each other for the purposes of the Corporations Act.

7. Addresses

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

Name	Address
CBA and Commonwealth Bank Group	C/- Level 2, 48 Martin Place Sydney NSW 1155

8. Signature

NOTE 1--(This note is relevant to section 2 3 4 and 5)

The relevant interests in these securities are /were held by Colonial First State Investments Limited (CFS) as responsible entity of the specified registered managed investment schemes and relate(d) to holdings in connection with the Colonial First State First Choice product range. Decisions to buy/sell those securities and exercise voting rights in relation to those securities are made by external managers (unrelated to the Commonwealth Bank Group) to whom CFS has outsourced those functions. By instrument dated 29 October 2001 the Australian Securities and Investments Commission has granted certain relief to CFS and its related bodies corporate for these holdings from the provisions of Chapter 6 of the Corporations Act in relation to the acquisition of such securities.

NOTE 2--(This note is relevant to section 2 3 4 and 5)

452 Capital Pty Ltd ("452 Capital") is the investment manager in relation to the securities. Exercise of voting and disposal powers by 452 Capital is subject to any client direction. CMLA has a relevant interest in more than 20% of the shares in 452 Capital by virtue of the Exclusivity Agreement attached as Annexure A and therefore, by virtue of s608(3)(a) has a deemed relevant interest in the securities.



.....
John Damien Hatton – Company Secretary

Dated the 23 day of February 2005.

Annexure A

This is the annexure mark A of 3 pages referred to in Form 603, Notice of initial Substantial Holder of Commonwealth Bank of Australia ACN 123 123 124 and certain other companies dated 18/02/2005

John Damien Hatton — Company Secretary

SCHEDULE

A.C.N. 080 182 878 Pty Ltd (ACN 80182878)	A.C.N. 004 929 962 Pty Ltd (ACN 4929962)
A.C.N. 007 255 521 Pty Ltd (ACN 7255521)	A.C.N. 080 159 762 Pty Ltd (ACN 80159762)
A.C.N. 080 182 163 Pty Ltd (ACN 80182163)	A.C.N. 080 182 529 Pty Ltd (ACN 80182529)
A.C.N. 080 182 618 Pty Ltd (ACN 80182618)	A.C.N. 080 183 071 Pty Ltd (ACN 80183071)
ACAPM Holdings A Pty Limited (ACN 99726495)	ACAPM Holdings B Pty Limited (ACN 99726486)
ACAPM Pty Limited (ACN 99744297)	Aetna Properties Ltd (ACN 572225)
AFS Life Finance Pty Limited (ACN 85514147)	AFS Support Services Pty Ltd (ACN 85046073)
AGAL Holdings Pty Limited (ACN 96911367)	Antarctic Shipping Pty Ltd (ACN 3622491)
Aquashell Pty Limited (ACN 57036076)	Aquasten Pty Ltd (ACN 6485785)
Armynald Investments Pty Limited (ACN 68291403)	Australian Bank Limited (ACN 8558601)
Australian Company Number 000 252 488 Limited (ACN 252488)	Australian Company Number 002 680 471 Pty Limited (ACN 2680471)
Australian Company Number 008 521 579 Pty Limited (ACN 8521579)	Australian TIC Management Pty Limited (ACN 2213952)
Auz-Com Technologies Pty Ltd (ACN 7100781)	Avanteos Investments Limited (ACN 066 862 977)
Balga Pty Ltd (ACN 9642880)	Banner Consultancy Services Limited (ACN 2032760)
Bennelong Centre Pty Ltd (ACN 7328949)	Binya Pty Limited (ACN 9642899)
Bizserv Pty Ltd (ACN 94234812)	Brookhollow Ave Pty Limited (ACN 81129660)
CB-CLA Limited (ACN 3069458)	CB-CLARI Pty Limited (ACN 1826884)
CB-CLAS Limited (ACN 3177222)	CB-CLFIA Limited (ACN 3123233)
CB-CLHA Limited (ACN 3742747)	CB-CLMM Limited (ACN 6507731)
CB-CLPF Limited (ACN 1657503)	CB-CLPSG Limited (ACN 2585695)
CB-CLRA Pty Limited (ACN 1826893)	CB-CLSA Limited (ACN 3774865)
CB-KNSN Pty Limited (ACN 4885447)	CB-MN Pty Limited (ACN 4454488)
CBA Corporate Services (VIC) Pty Limited (ACN 72103532)	CBA Indemnity Co. Pty Limited (ACN 72183290)
CBA International Finance Pty Limited (ACN 63487589)	CBA Investments (No 2) Pty Limited (ACN 73093286)
CBA Investments Limited (ACN 835423)	CBA Leasing (No 2) Pty Limited (ACN 64489238)
CBA Rail & Tram Company Pty Limited (ACN 92452625)	CBA Specialised Financing Limited (ACN 8544554)
CBFC Leasing Pty Limited (ACN 8520965)	CBFC Limited (ACN 8519462)
CBFC Properties Pty Limited (ACN 770454)	CC Group Holdings Pty Ltd (ACN 5934083)
CFS Managed Property Limited (ACN 6464428)	Chullora Equity Investment (No 1) Pty Limited (ACN 70676943)
Chullora Equity Investment (No 2) Pty Limited (ACN 70676710)	Chullora Equity Investment (No 3) Pty Limited (ACN 70677431)
CISL (Hazelwood) Pty Limited (ACN 74747185)	CLGA Staff Superannuation Fund Pty Ltd (ACN 65022193)
CM Somerton Pty Ltd (ACN 5367671)	CMG Asia Limited (ACN)
CMG Asia Pensions & Retirement Limited (ACN)	CMG Asia Pty Ltd (ACN 75668932)
CMG Asia Trustee Company Limited (ACN)	CMG CH China Funds Management Limited (ACN 61146183)
CMG CH China Investments Limited (ACN 61513675)	CMG First State Investment Managers (Asia) Limited (ACN 54571701)
Collateral Leasing Pty Limited (ACN 2681218)	Colonial (Finwiz) Holdings Services Ltd (ACN 3148187)
Colonial (Staff) Australia Superannuation No 2 Limited (ACN 73207191)	Colonial AFS Services Pty Ltd (ACN 83514667)
Colonial Agricultural Company Limited (ACN 3963862)	Colonial Asset Finance Pty Ltd (ACN 89354370)
Colonial Asset Management Limited (ACN 64031769)	Colonial Assurance Company of Australia and New Zealand Pty Ltd (ACN 9030)
Colonial Australian Superannuation Ltd (ACN 3244040)	Colonial e.Com Ltd (ACN 3345766)
Colonial Employee Share Plan Pty Ltd (ACN 75669028)	Colonial Finance (Australia) Ltd (ACN 89843041)
Colonial Finance Limited (ACN 67105435)	Colonial Financial Corporation Limited (ACN 29818)
Colonial Financial Management Limited (ACN 7299498)	Colonial Financial Planners Limited (ACN 3900169)
Colonial Financial Services Pty Ltd (ACN 7047645)	Colonial First State Fund Services Ltd (ACN 3257001)
Colonial First State Group Limited (ACN 4405556)	Colonial First State Investments Limited (CFSIL) (ACN 2348352)
Colonial First State Private Capital Limited (ACN 2785739)	Colonial First State Private Equity Limited (ACN 2642819)
Colonial First State Projects Pty Ltd (ACN 282324)	Colonial First State Property Funds Management Ltd (ACN 77422541)
Colonial First State Property Holdings No 2 Pty Ltd (ACN 511624)	Colonial First State Property Holdings No 3 Pty Ltd (ACN 8100445)
Colonial First State Property Investment Limited (ACN 3466117)	Colonial First State Property Limited (ACN 85313926)
Colonial Holding Company (No 2) Pty Ltd (ACN 75333390)	Colonial Holding Company Pty Ltd (ACN 74706782)
Colonial Insurance Services Pty Ltd (ACN 83157117)	Colonial International Factors Pty Limited (ACN 83082973)
Colonial International Holdings Pty Ltd (ACN 74025371)	Colonial Investment Services Ltd (ACN 2451970)
Colonial Investments Holding Pty Ltd (ACN 75668987)	Colonial LGA Holdings Limited (ACN 1634439)
Colonial Limited (ACN 74042112)	Colonial Mutual Deposit Services Ltd (ACN 6227809)
Colonial Mutual Funds Limited (ACN 6734514)	Colonial Mutual Property Group Pty Ltd (ACN 7322429)
Colonial Mutual Superannuation Pty Ltd (ACN 6831983)	Colonial Net Limited (ACN 2902712)

Colonial Nominees No 3 Fund Pty Limited (ACN 64106645)
 Colonial PCA Holdings Pty Ltd (ACN 50535647)
 Colonial PCA Pty Ltd (ACN 851696)
 Colonial PCA Staff Superannuation Ltd (ACN 3303759)
 Colonial Promotions Pty Ltd (ACN 82948927)
 Colonial Property Management (Qld) Pty Ltd (ACN 7301573)
 Colonial Property Management (WA) Pty Ltd (ACN 7301591)
 Colonial Protection Insurance Pty Limited (ACN 83055967)
 Colonial South Australia Limited (ACN 69065130)
 Colonial State Residual (No 2) Pty Ltd (ACN 75733032)
 Colonial Superannuation Services Limited (ACN 62876457)
 Colonial Trade Services (Hong Kong) Limited (ACN)
 Commonwealth Capital Corporation Limited (ACN 78898432)
 Commonwealth Custodial Services Limited (CCSL) (ACN 485487)
 Commonwealth Fleet Lease Pty Limited (ACN 3429356)
 Commonwealth Group Pty Limited (ACN 87485078)
 Commonwealth Insurance Limited (ACN 67524216)
 Commonwealth Investments Pty Limited (ACN 65166305)
 Commonwealth Managed Investments Limited (CMIL) (ACN 84098180)
 Commonwealth Securities (Japan) Pty Limited (ACN 86971922)
 Continental Assurance Pty Ltd (ACN 665118)
 CST Securitisation Management Limited (ACN 80151337)
 DBCV Pty Limited (ACN 83170192)
 Fazen Pty Ltd (ACN 3066760)
 First Custodial Services Pty Ltd (ACN 2808988)
 First State Investment International Limited (Regd Scot 79063)
 First State Investment Services (UK) Limited (Regd England & Wales 3904320)
 First State Investments (Singapore) (196900420D)
 First State Investments Holdings (Singapore) Limited (Regd 199901706Z)
 Fleet Care Services Pty Ltd (ACN 74503530)
 Gandel Chambers Pty Ltd (ACN 104 741 102)
 GATX Rail (BY-2) Pty Limited (ACN 90495980)
 GATX Rail (BY-4) Pty Limited (ACN 90495962)
 GATX Rail (SW-2) Pty Limited (ACN 90496030)
 GATX Rail (SW-4) Pty Limited (ACN 90496012)
 Gold Star Mortgage Management Pty Ltd (ACN 63742049)
 Harford Pty Limited (ACN 9642960)
 HIC Finance Pty Limited (ACN 75495528)
 Infravest (No 1) Limited (ACN 60472522)
 Investment Co Pty Ltd (ACN 83405627)
 Jacques Martin Pty Ltd (ACN 6100830)
 Lazarose Pty Ltd (ACN 3816448)
 Legener (Australia) Pty Ltd (ACN 8496357)
 Micropay Pty Limited (ACN 71007326)
 Nimitz Nominees Pty Ltd (ACN 3505959)
 P. and B. Properties Pty Ltd (ACN 9499512)
 PFM Holdings Pty Ltd (ACN 3290597)
 RVG Administration Company Pty Limited (ACN 70835344)
 SBN Nominees Pty Ltd (ACN 3501773)
 SBV Nominees Limited (ACN 6291854)
 Securitisation Custodian Pty Limited (ACN 76980704)
 Senbary Pty Limited (ACN 83183242)
 SIF Railway No 1 Pty Limited (ACN 96458730)
 SME Custodians Pty Ltd (ACN 81924110)
 SME Growth Limited (ACN 79678194)
 Colonial PCA Australian Superannuation Ltd (ACN 3230064)
 Colonial PCA Properties Ltd (ACN 3354247)
 Colonial PCA Services Ltd (ACN 3900187)
 Colonial Portfolio Services Limited (ACN 66649241)
 Colonial Property Management (NSW) Pty Ltd (ACN 7301582)
 Colonial Property Management (SA) Pty Ltd (ACN 7322438)
 Colonial Property Management (WA) Pty Ltd (ACN 83531579)
 Colonial Services Pty Limited (ACN 75733023)
 Colonial State Residual (No 1) Pty Ltd (ACN 3909402)
 Colonial Statutory Funds Management Limited (ACN 2807221)
 Colonial Tasman Pty Ltd (ACN 83840644)
 Commonwealth Bank Officers Superannuation Corporation Pty Ltd (074519798)
 Commonwealth Capital Limited (ACN 78898370)
 Commonwealth Development Bank of Australia Limited (ACN 74707458)
 Commonwealth Funds Management Limited (CFM) (ACN 52289442)
 Commonwealth Insurance Holdings Limited (ACN 88327959)
 Commonwealth Investment Services Limited (CISL) (ACN 3049830)
 Commonwealth Life Limited (CLL) (ACN 3610008)
 Commonwealth Property Pty Limited (ACN 94052436)
 Comsec Trading Limited (ACN 3485952)
 Corporate Services (NSW) Pty Limited (ACN 72765434)
 Darontin Pty Ltd (ACN 7029209)
 Emerald Holding Company Limited (ACN 66147528)
 Financial Wisdom Limited (ACN 6646108)
 First State (Hong Kong) LLC (F8489)
 First State Investment Management (UK) Limited (Regd Scotland 47708)
 First State Investments (Hong Kong) Limited (206616)
 First State Investments (UK) Limited (Regd Eng/Wales 2294743)
 First State Nominees (Hong Kong) Ltd (206615)
 Fouron Pty Ltd (ACN 3066840)
 GATX Rail (BY-1) Pty Limited (ACN 90495999)
 GATX Rail (BY-3) Pty Limited (ACN 90495971)
 GATX Rail (SW-1) Pty Limited (ACN 90496058)
 GATX Rail (SW-3) Pty Limited (ACN 90496021)
 GATX Rail (Victoria) Pty Limited (ACN 90065964)
 Goldman Sachs (Asia) L.L.C (ABN 35 717 040 327)
 Hazelwood Investment Company Pty Limited (ACN 75041360)
 Homepath Pty Limited (ACN 81986530)
 Infravest (No 2) Limited (ACN 71656865)
 Jacques Martin Administration and Consulting Pty Ltd (ACN 6787748)
 Keystone Financial Services Ltd (ACN 65021418)
 Leaseway Transportation Pty Limited (ACN 78463457)
 LG Inc. (ACN)
 MMAL Fleet Lease Arranger Pty Ltd (ACN 76409526)
 Onslow Properties Pty Ltd (ACN 76213717)
 Perpetual Stock Pty Limited (ACN 65094886)
 Retail Investor Pty Limited (ACN 60625194)
 S.B.T. Properties Pty Ltd (ACN 9517328)
 SBSSW (Delaware) Inc (ACN)
 Securitisation Advisory Services Pty Limited (ACN 64133946)
 Securitisation Management Co Pty Limited (ACN 76980740)
 Share Investments Pty Limited (ACN 54210276)
 SIF Railway No 2 Pty Limited (ACN 96458758)
 SME Equities Limited (ACN 78207780)
 South Australian Fleet Lease Arranger Pty Ltd (ACN 73607440)

Southcap Pty Limited (ACN 2626182)
Sparad (No 24) Pty Limited (ACN 57975087)
State Nominees Limited (ACN 677350)
Tactical Global Management Limited (ACN 77796411)
Tracker Index Management Limited (ACN 81834666)
Victorian Fleet Lease Arranger Pty Limited (ACN 77164811)
Windsor Bartholomew Services Pty Limited (ACN 73623702)

Sparad (No 21) Pty Limited (ACN 51899766)
Sparad (No 26) Pty Limited (ACN 54797965)
Super Partners Pty Limited (ACN 81837961)
The Colonial Mutual Life Assurance Society Ltd (ACN 4021809)
Vanoti Pty Ltd (ACN 3519284)
Wezen Pty Ltd (ACN 3501817)

End of Annexure A

This is the Annexure marked "B" of 1 page referred to in the Notice of Substantial Shareholding dated 18 February 2005.

Colonial First State Inv Managers

Transaction listing for the period 18/10/2004 to 18/02/2005 (as per F10 function) Page 1

For Security MLB.AU Melbourne IT Limited

Fund	Pfolio	Trans.	Ccy	Date	Units	Cost/Proceeds
MD	452ARF	TAKEON BAL	AUD	18/02/2005	541383	-
MD	452HST	TAKEON BAL	AUD	18/02/2005	185803	-
MD	452RES	TAKEON BAL	AUD	18/02/2005	1034502	-
MD	452WEF	TAKEON BAL	AUD	18/02/2005	248306	-

2,009,994 -

TOTAL

2,009,994 -

GRAND TOTAL

2,009,994 -

The Colonial Mutual Life Assurance Society Limited

22 February 2005

Farnworth House Pty Ltd
(as trustee of the Farnworth Discretionary Trust)
c/- Level 26, Australia Square
264 George Street
Sydney NSW 2000
Attention: Mr Warwick Negus

Drury Lane Investments Pty Limited
(as trustee of the Drury Lane Trust)
c/- Level 26, Australia Square
264 George Street
Sydney NSW 2000
Attention: Mr Peter Morgan

Dear Sirs

Exclusivity Agreement

1 Background

We refer to our recent discussions with Warwick Negus, Peter Morgan and their advisers regarding the acquisition of a minority stake in 452 Capital Pty Limited (the **Company**) by The Colonial Mutual Life Assurance Society Limited or one of its related bodies corporate (**CMLA**) (the **Acquisition**).

Farnworth House Pty Ltd (as trustee of the Farnworth Discretionary Trust and Drury Lane Investments Pty Limited (as trustee of the Drury Lane Trust (each a **Shareholder**) hold ordinary shares in the Company.

In consideration of the continuation of discussions between the parties and, among other things, the mutual promises contained in this letter, the Shareholders agree to the terms of this letter as set out below.

2 Exclusivity period

During the period of 30 days from the date of execution of this letter by the Shareholders, CMLA, the Shareholders and their respective advisers will have discussions with each other in good faith with the view to finalising the Acquisition on mutually acceptable terms (**Exclusivity Period**).

3 No solicitation

During the Exclusivity Period, the Shareholders must:

- (a) ensure that they, Peter Morgan, Warwick Negus, their advisers, the Company and their associates, do not, except with the prior written consent of CMLA, directly or indirectly:
 - (1) solicit, encourage or initiate any negotiations or discussions (including by way of providing information about the Company to any person);
 - (2) participate in negotiations or discussions whether arising at their initiation or as a result of an unsolicited approach by a third party;
 - (3) solicit, initiate or permit any party other than CMLA to undertake due diligence investigations on the Company or its business; or
 - (4) communicate any intention to do any of the things described in (1) to (3) above,with respect to any expression of interest, offer or proposal by any person other than CMLA in relation to the acquisition of an interest in all or any of the shares in the Company (**Shares**);
- (b) ensure that they do not dispose of, or grant or create a relevant interest in, all or any of the Shares held by them, or of part of the rights attaching to the Shares held by them or an interest in a Share held by them, including, but not limited to, by way of sale, transfer, assignment, trust, charge, mortgage or option; and
- (c) notify CMLA, and procure the notification by the Company to CMLA, immediately if they, Peter Morgan, Warwick Negus or the Company become aware of any negotiations or discussions, any approach or attempt to initiate any negotiations or discussions, or any request to undertake due diligence investigations in respect of any expression of interest, offer or proposal whether unsolicited or otherwise) of the kind referred to in paragraph (a) above.

4 Confidentiality

The parties to this letter acknowledge that disclosure of it may be required by law or the ASX Listing Rules. Subject to those obligations, the parties agree to keep the subject matter of the letter and the discussions confidential.

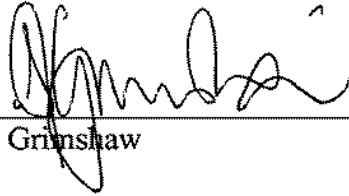
5 Governing law

This letter is legally binding and is governed by the laws of New South Wales. It may be terminated by the written agreement of the parties.

Signed by

The Colonial Mutual Life Assurance Society Limited

by:



Stuart Grimsshaw

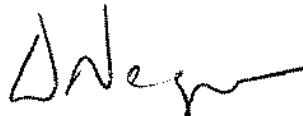
We agree to the terms of the letter as set out above.

Signed on 22 February 2005 by

Farnworth House Pty Ltd

(as trustee of the Farnworth Discretionary Trust)

by:



Warwick Negus, Director

Signed on 22 February 2005 by

Drury Lane Investments Pty Ltd

(as trustee of the Drury Lane Trust)

by:



Peter Morgan, Director