

Form **605**
Corporations Law
Section 671B

Notice of ceasing to be a substantial holder

ABP

To: Company Name/Scheme **The Secretary**
 Abacus Group Holdings Limited
 Level 34, Australia Square
 264-278 George Street
 SYDNEY NSW 2000
 Fax: (02) 9253 8616
ACN/ARSN **ACN 080 604 619**

1. Details of substantial holder

Name **National Australia Bank Limited Group (ACN 004 044 937) being**
ACN (if applicable) **comprised of the bodies corporate listed in Annexure A and which**
 includes:
 FlexiPlan Australia Limited (ACN 056 678 427)
 Godfrey Pembroke Financial Services Limited (ACN 003 059 541)

The holder ceased to be a 14/05/2004
substantial holder on

The previous notice was
given to the company on 20/01/2004
The previous notice was
dated (d/m/y) 23/01/2004

**2. 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	Consideration given in relation to change	Class and number of shares affected	Persons votes affected
20/01/2004 to 14/05/2004	FlexiPlan Australia Limited	Share purchase	\$1.19	Ordinary 25,822	25,822
20/01/2004 to 14/05/2004		Share sale	\$1.14 to \$1.19	Ordinary 96,887	96,887
20/01/2004 to 14/05/2004	Godfrey Pembroke Financial Services Limited	Share purchase	\$1.14 to \$1.21	Ordinary 533,779	533,779
20/01/2004 to 14/05/2004		Share sale	\$1.12 to \$1.19	Ordinary 8,927,740	8,927,740

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
Godfrey Pembroke Financial Services Limited	Level 13 24 Market Street SYDNEY NSW 2000
National Australia Bank Limited	Level 24 500 Bourke Street MELBOURNE VIC 3000

Signature

name Susan Elizabeth Crook

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

signature

date / /

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

/ /

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
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
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.
HMC Financial, Inc.
National Global MBS Manager Pty Ltd
National Mortgage Securities, Inc.
MSR Services Corporation
SR Funding Corporation
SR Solutions, Inc.
Fortress Investments, Corp.

National Wealth Management Holdings Limited

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

National Australia Financial Management Limited
MLC Corporate Services Asia Pte Limited
PT MLC Investment Indonesia Ltd
National Corporate Investment Services Limited
MLC Funds Management Limited (In Liquidation)
GWM Adviser Services Limited
Godfrey Pembroke Limited
National Asset Management Limited
NAM NT Rail Pty Limited
j/Helen/ssn/ssn605

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)
MLC Holdings Limited
Your Prosperity Limited
MLC Investments Limited
MLC Computer Pty Limited
Apogee Financial Planning Limited
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
MLC (Hong Kong) Ltd
MLC Trustees (Hong Kong) Ltd
SMMR (Thailand) Co. Ltd
Tun Charoen Ltd
Advance MLC Assurance Company Limited
PT MLC Life Indonesia
MLC Lifetime Company Limited
Capita Properties Pty Ltd
Tropical Breeze, Inc (In liquidation)
National Wealth Management International 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.
National Wealth Management New Zealand Holdings Limited
BNZ Investment Management Limited
BNZ Life Insurance Limited
BNZ Nominees Limited

National Australia Group Europe Limited

National Americas Holdings Ltd

National Australia Group Europe Investments Ltd
National Australia Group Europe PHC Limited
National Australia Group Europe Finance B.V.
NAGEO B.V.
Angara Limited
Ariodante Limited
PFA Limited

National Europe Holdings Limited
National Australia Group Europe Services Ltd
National Europe Holdings (Ireland) Limited
Northern Bank Limited

Causeway Credit Ltd.
 Northern Bank Commercial Leasing Ltd.
 Northern Bank Equipment Leasing Ltd.
 Northern Bank Industrial Leasing Ltd.
 Northern Bank Nominees Ltd.
 Northern Bank Pension Trust Ltd.
 Northern Asset Finance Ltd.
 Northern Bank Development Corporation Ltd.
 Northern Bank Executor & Trustee Co. Ltd.
 Northern Bank Factors Ltd.
 Northern Bank Financial Services Ltd.
 Nordev Properties Ltd.
 Project Development (Balmoral) Ltd.
 Northern Bank (I.O.M.) Ltd
 Northern Bank Trust Company (I.O.M.) Ltd.
 NAM Nominees Limited
 Mora Property Development Co Limited (20% NBL)
 Kensington Hotel (Belfast) Limited (20% NBL)
 National Irish Bank Limited
 Collinstown Property Holding Co Ltd
 Forward Trust (Ireland) Ltd.
 National Australia Group SSP (ROI) Trustee Ltd
 National Irish Bank Financial Services Ltd.
 National Irish Bank Leasing Ltd.
 National Irish Bank Nominees Ltd.
 National Irish Bank Pensions Ltd.
 Angelsea Assets Ltd
 HomeSide Lending (Ireland) Limited
 National Irish Investment Bank Ltd.
 National Irish Investment Bank Nominees Ltd.
 National Irish Investment Bank Pensions Ltd.
 Norfin Investments Ltd.
 National Europe Holdings (GB) Limited
 National Australia Bank (GB) Limited
 National Australia UK Pension Trustee Ltd
 Amber Liquid (UK) Investments Limited
 National Australia Group SSP Trustee Ltd
 National Australia Finance (Commercial Leasing) Limited
 National Australia Finance (Equipment Leasing) Limited
 National Australia Finance (Industrial Leasing) Limited
 National Australia Finance (Leasing) Limited
 The Deep in Hull Limited

Clydesdale Bank PLC
 CB House Purchase Limited
 National Australia Group CIF Trustee Ltd
 CB Nominees Limited
 CB Shelfco No. 1 Limited (In liquidation)
 CB Trustee Nominees Limited
 Clydesdale Bank Custodian Nominees Limited
 Clydesdale Bank Equity Limited
 Clydesdale Bank Asset Finance Limited
 Clydesdale Bank Pension Trustee Limited
 Clydesdale Europe Finance Limited
 CGF No. 3 Limited
 CGF No. 6 Limited
 CGF No. 9 Limited
 CGF No. 12 Limited
 Clydesdale Bank (Head Office) Nominees Ltd
 Clydesdale Bank (London) Nominees Limited
 Clydesdale Bank (Piccadilly) Nominees Limited
 North of Scotland Bank Limited
 Warren Collections Limited
 Clydesdale Trustee & Custodial Services (Ireland) Ltd (In liquidation)
 Clydesdale Corporate Investment Services (Ireland) Ltd (In liquidation)
 Clydesdale Ireland Securities Nominees Limited (In liquidation)

Yorkshire Bank PLC
 Yorkshire Bank Retail Services Ltd.
 Fairhalsen Collections Ltd.
 Storecard Ltd.
 Eden Vehicle Rentals Ltd.
 Yorkshire Bank Finance Ltd.
 Yorkshire International Finance B.V.
 Northern and General Finance Ltd.
 Yorkshire Bank Equipment Leasing Ltd.
 Yorkshire Bank Commercial Leasing Ltd
 Allerton House Properties Limited
 YB Lease Ltd.
 Yorlease Ltd
 Yorkshire Bank Home Loans Ltd.
 Yorkshire Bank Investments Ltd.
 Yorkshire Bank Financial Services Ltd
 Yorbank Nominees Ltd.
 Yorkshire Bank Nominees Ltd.

Brunswick Collection Services Ltd
 YB Trust Company Ltd.
 North British Finance Group Ltd.
 MSRA UK Limited
 North British Motor Finance Ltd
 North British Finance Ltd
 EVR Limited
 Custom Fleet Limited

National Australia Group Services Limited

Custom Lease Pty. Limited (In liquidation)
 Custom Service Leasing Limited
 Hegira Limited
 Laura Pty. Limited (In liquidation)
 Lavallette Pty. Limited (in liquidation)
 NSW Housing No. 1 Pty. Limited
 Omnibus Leasing (1978) Limited (In liquidation)
 Rail Leasing Limited (In Liquidation)
 River Boyne Pty. Limited
 River Embley Pty. Limited
 Zermatt Limited (in liquidation)
 Fleet Systems Pty. Limited
 National Capital Guaranteed Fund Limited (In liquidation)

NBA Properties Limited

CBC Holdings Limited
 CBC Properties Limited
 NBA Properties (Qld.) Limited
 NBA Properties (Vic.) Limited

Other companies

IMD Management Ltd

ARDB Limited

Australian Banks' Export Re-finance Corporation Limited
 BOACT Pty Ltd
 Commercial Nominees Pty. Limited
 Erstfeld Pty Limited
 Groundsel Limited (in liquidation)
 HICAPS Pty Limited
 DC One Pty Ltd
 DC Two Pty Ltd
 NAF Trustee Limited
 National Australia Corporate Advisory Limited
 NAB Investments Limited
 National Australia Corporate Services Limited
 Nautilus Insurance Pte. Ltd.
 NAB Finance (Ireland) Ltd
 National Australia Capital Markets, LLC
 NAB Capital LLC
 Matrix Film Investment One Pty Limited
 Matrix Film Investment Two Pty Limited
 National Australia Finance (Asia) Limited
 National Australia Funding (Delaware) Inc.
 National Australia Investment Capital Limited
 National Australia Investment Brokers Limited
 National Australia Leasing (Qld.) Pty. Limited
 National Australia Managers Limited
 National Australia Merchant Bank (Singapore) Limited
 National Australia Securities Limited
 National Australia Trustees Limited
 Bourke Street Nominees Pty. Limited
 National Australia Underwriters Limited
 National Infrastructure Investment No.1 Pty Ltd
 National Infrastructure Investment No.2 Pty Ltd
 National Infrastructure Investment No.3 Pty Ltd
 Asibond Pty Limited
 Valewin Pty Limited
 Elly Investments Pty Ltd
 Rosie Investments Pty Ltd
 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 (62% NAB)
Harkay Limited
Guidestar Financial Limited
Guidestar Financial Group Limited
Pinnacle Holdings NZ Ltd
Vilexton Pty Limited
Rycee 1 Pty Ltd
Rycee 2 Pty Ltd
Rycee 3 Pty Ltd
Rycee 4 Pty Ltd
Rycee 5 Pty Ltd
Rycee 6 Pty Ltd
Custom Fleet (Australia) Limited
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 Australia 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
National Australia Travel Limited (in Liquidation)
Tasovac Pty Ltd