

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company name/Scheme **Campbell Brothers Limited**
ACN/ARSN **009 657 489**

1. Details of substantial holder (1)

Name **Challenger Financial Services Group Limited (and the entities listed in Annexure 1)**
ACN/ARSN (if applicable) **106 842 371**There was a change in the interests of the substantial holder on **10.06.2004**
The previous notice was given to the company on **26.09.2004**
The previous notice was dated **26.09.2004**

2. Previous and present 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 (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid	2,040,120	5.17%	2,502,472	6.25%

3. 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer	Refer	Refer	Refer	Refer	Refer
Annexure 2	Annexure 2	Annexure 2	Annexure 2	Annexure 2	Annexure 2

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer	Refer	Refer	Refer	Refer	Refer
Annexure 2	Annexure 2	Annexure 2	Annexure 2	Annexure 2	Annexure 2

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
N/A	N/A

6. Addresses

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

Name	Address
Challenger Financial Services Group Limited and each other entity named in Annexure 1	Level 41, 88 Phillip Street, Sydney NSW 2000
Refer Annexure 2	Annexure 2

Signature

print name **A B Gardiner** capacity **Secretary**date **10.06.2004**

Annexure 1

This is page 1 of 3 pages of Annexure 1 referred to in Form 604 signed by me and dated 10/06/2004.

A B Gardiner
Company Secretary

Company/Scheme	ABN
Challenger Financial Services Group Limited	106 842 371
Challenger Group Holdings Limited	50 002 993 302
eFinancial Capital Limited	58 089 796 798
Allfine Holdings Pty Ltd	84 100 231 918
Beston Financial Management Pty Limited	64 081 985 088
Beston Pacific Vineyard Management Limited	35 079 882 161
BluePeak Institutional Private Equity Pooled Fund Limited	16 092 735 512
BluePeak Private Equity Pooled Fund Limited	20 092 735 594
Bluezen Pty Ltd	94 100 220 175
BluePeak VC Technology Pooled Fund Limited	48 077 305 198
Cascade Pty Limited	76 096 097 399
Challenger Beston Limited	94 055 293 644
Challenger Biotech Management Limited	29 092 382 842
Challenger Capital Fund Limited	45 092 467 591
Challenger Capital Markets Limited	38 099 742 122
Challenger Corporate Superannuation Pty Limited	37 097 635 366
Challenger E-Commerce Limited	85 086 854 471
Challenger Equities Limited	45 009 568 503
Challenger Equity Lending Limited	26 079 047 804
Challenger Freeholds Limited	26 009 568 487
Challenger Group Pty Limited	85 003 374 196
Challenger Group Services Pty. Ltd.	91 085 657 307
Challenger Hedging Limited	38 087 464 131
Challenger International Nominees Limited	70 003 942 765
Challenger Lending No.1 Pty. Limited	70 085 447 865
Challenger Life Limited	60 006 381 193
Challenger Life No.2 Limited	44 072 486 938
Challenger Managed Investments Limited	94 002 835 592
Challenger Margin Lending Limited	47 091 338 822
Challenger ML Nominees Pty Limited	79 008 411 943
Challenger Mortgage Management Limited	65 000 033 143
Challenger Portfolio Management Limited	29 064 545 124
Challenger Property Capital Limited	36 078 326 128
Challenger Property Finance Limited	72 093 308 028
Challenger Property Funds Management Limited	34 078 627 013
Challenger Property Asset Management Pty Ltd	90 077 569 021
Challenger Property Nominees Pty Limited	39 091 336 793
Challenger Property Services Pty. Ltd.	33 080 916 052
Challenger Securities Limited	28 009 568 496

Annexure 1

This is page 2 of 3 pages of Annexure 1 referred to in Form 604 signed by me and dated 10/06/2004.

A B Gardiner
Company Secretary

Challenger Superannuation Pty Ltd	52 006 475 501
Challenger Superannuation Services Pty Limited	95 078 028 798
Challenger Treasury Limited	47 093 307 996
Challenger Wealthlink Management Limited	92 082 448 075
CPH B2B Co. Pty Ltd	093 267 135
CPH B2B Investments Pty Ltd	093 550 200
CPHIC Financial Services Pty Ltd	095 085 466
CPHIC Investments Pty Ltd	093 340 526
FXF Finance Pty Ltd	080 419 521
FXF Holdings Pty Ltd	080 419 512
FXF Investments Pty Ltd	080 149 549
5DI Pty Ltd	81 099 309 887
Galaxy Investment Wrap Pty Ltd	102 597 946
Garrisons Pty Limited	50 009 556 370
Garrisons (Hobart) Pty Ltd	057 707 687
Garrisons (Rosny) Pty Ltd	085 645 860
Howard Pacific Limited	54 071 735 665
HFH Staff Pty Limited	33 080 225 985
Integrated Equity Pty. Ltd.	77 059 686 289
Interstar Home Loan Corporation Pty Limited	058 891 302
Interstar Mortgage Management Pty Limited	082 014 702
Interstar Securities (Australia) Pty Limited	087 271 109
Interstar Securities Holdings Pty Limited	087 284 240
Interstar Securities (International) Pty Limited	087 271 225
Interstar Securitisation Management Pty Limited	100 346 898
Interstar Securities (NZ) Pty Ltd	087 217 136
Iroka Pty. Limited	85 080 036 657
Mawbury Pty Limited	95 096 097 479
School Family Program Management Pty Limited	31 097 463 619
Synergy Capital Management Limited	19 062 264 108
Talavera Herring Pty Limited	34 086 068 984
The Liberty Group Consortium Pty Ltd	79 082 564 289
TLGH Pty Limited	85 092 927 467
TLG Services Pty Limited	20 092 500 608
Venture Link Australia Limited	26 003 162 025
Zed Capital Markets Structured Finance Pty Limited	095 300 502

Annexure 1

This is page 3 of 3 pages of Annexure 1 referred to in Form 604 signed by me and dated 10/06/2004.

A B Gardiner
Company Secretary

Overseas Companies	
Challenger Coronet Asset Management Limited	
Challenger International (New Zealand) Limited	
Challenger Securities (New Zealand) Limited	
Challenger Beston Limited	
Sabrand Limited	
Challenger Hungary International Capital and Management Limited Liability Company	
Challenger REIT Number 1 Limited	
Challenger Milk Street LLC	
Challenger South Monaco LLC (US)	
Challenger Las Cimas LLC	
Challenger Life (UK) Limited	
Challenger Group (UK) Limited	
Interstar Home Loan Corporation NZ Limited	
Interstar Securities NZ Limited	
SEIZA Asset Management (Bermuda) Limited	
ZCM Australia Asset Holdings Limited	

ANNEXURE 2

This is page 1 of 1 page of Annexure 2 referred to in Form 604 signed by me and dated 10/06/2004.

A.B. Gardiner

Company Secretary

Holder of Relevant Interest	Registered Holder	Note	Holding (Shares)
	State Street on behalf of Challenger Smaller Companies Fund	Op Bal B/Fwd	1,885,790
	National nominees on behalf of Warakirri Smaller Companies Fund	Op Bal B/Fwd	154,330
Balance Brought Forward for:	Campbell Brothers Limited	(CPB)	2,040,120

Trade Date	Nature of change	Price (\$)	Value (\$)	Quantity
Challenger Smaller Companies Fund				
22/10/2003	Purchase	6.1500	\$ 159,900	26,000
3/11/2003	Purchase	6.1000	\$ 146,400	24,000
10/11/2003	Purchase	6.1144	\$ 36,686	6,000
7/11/2003	Purchase	6.0436	\$ 33,034	5,466
12/11/2003	Purchase	6.0709	\$ 11,818	1,947
13/11/2003	Purchase	6.0691	\$ 74,862	12,335
1/12/2003	Purchase	6.0198	\$ 54,178	9,000
2/12/2003	Purchase	6.0198	\$ 9,499	1,578
3/12/2003	Purchase	6.0198	\$ 20,600	3,422
4/12/2003	Purchase	6.0198	\$ 6,634	1,102
5/12/2003	Purchase	6.0198	\$ 41,958	6,970
8/12/2003	Purchase	6.0198	\$ 24,157	4,013
9/12/2003	Purchase	6.0198	\$ 248,600	41,297
11/12/2003	Purchase	6.0198	\$ 290,726	48,295
10/12/2003	Purchase	6.0198	\$ 9,740	1,618
16/12/2003	Purchase	6.0198	\$ 8,909	1,480
15/12/2003	Purchase	6.0198	\$ 14,050	2,334
17/12/2003	Purchase	6.0198	\$ 15,736	2,614
19/12/2003	Purchase	5.7100	\$ 274,611	48,093
7/01/2004	Purchase	6.1641	\$ 28,336	4,597
12/01/2004	Purchase	6.1703	\$ 8,972	1,130
9/01/2004	Purchase	6.1703	\$ 11,705	1,897
13/01/2004	Purchase	6.1703	\$ 8,268	1,340
14/01/2004	Purchase	6.1703	\$ 24,064	3,900
16/01/2004	Purchase	6.1703	\$ 32,561	5,277
19/01/2004	Purchase	6.1599	\$ 88,141	14,309
21/01/2004	Purchase	6.1502	\$ 25,222	4,101
2/02/2004	Purchase	6.1703	\$ 34,856	5,649
3/02/2004	Purchase	6.1703	\$ 9,255	1,500
4/02/2004	Purchase	6.1703	\$ 74,278	12,038
9/02/2004	Purchase	6.1201	\$ 679,640	111,050
24/02/2004	Purchase	6.0700	\$ 15,175	2,500
25/02/2004	Purchase	6.0900	\$ 65,183	10,700
26/02/2004	Purchase	6.1177	\$ 20,800	3,400
27/02/2004	Purchase	6.1201	\$ 28,153	4,600
11/03/2004	Purchase	6.1201	\$ 25,093	4,100
18/03/2004	Purchase	6.1201	\$ 14,370	2,348
22/03/2004	Purchase	6.1201	\$ 28,883	4,716
24/03/2004	Purchase	6.1201	\$ 9,884	1,615
26/03/2004	Purchase	6.1201	\$ 8,249	1,021
10/05/2004	Purchase	6.3180	\$ 379,079	60,000
17/05/2004	Purchase	6.0900	\$ 18,270	3,000
		\$	\$	
Sub-Total		\$	3,116,498	512,352
Warakirri Small Company Mandate				
22/10/2003	Sale	5.3175	\$ 138,255	(26,000)
3/11/2003	Sale	5.3175	\$ 127,620	(24,000)
		\$	\$	
Sub-Total		-\$	265,875	(50,000)
Balance as at: 8/06/04		\$	2,860,623	462,352

Holder of Relevant Interest	Registered Holder	Note	Holding (Shares)
	State Street on behalf of Challenger Smaller Companies Fund		2,398,142
	National nominees on behalf of Warakirri Smaller Companies Fund		104,330
Closing Balance as at: 09/06/04	For Campbell Brothers Limited	(CPB)	2,502,472

Number of units on issue	40,000,000
Number of issued units held (%)	6.25%