

James S Craig

Fax

To:	Company Announcements Office	From:	Jim Craig
Co:	ASX Limited	Pages:	3
Fax:	1300 135 638	Date:	1 February 2012
Re:	Form 604	cc:	Bentley Capital Limited - 08 9322 1515

Dear Sir/Madam

Please see the attached Notice of Change of Interests of Substantial Holder (Form 604) in relation to Bentley Capital Limited.

Kind regards



J S Craig
Director
Bellwether Investments Pty Ltd

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Bentley Capital Limited

ACN/ARSN 008 108 218

1. Details of substantial holder (1)

Name Bellwether Investments Pty Ltd, James Stuart Craig, Michael David Craig, Robert James Craig

ACN/ARSN (if applicable) 106 523 826

There was a change in the interests of the
substantial holder on01/02/2012

The previous notice was given to the company on

09/05/2011

The previous notice was dated

09/05/2011**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	3,643,766	5.02%	4,505,157	6.14%

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
17/08/2011	Bellwether Investments Pty Ltd	On Market Acquisition	\$18,400	80,000 Ordinary	0.1%
18/05/2011	Bellwether Investments Pty Ltd	On Market Acquisition	\$1,826.66	7,942 Ordinary	0.01%
24/08/2011	Bellwether Investments Pty Ltd	On Market Acquisition	\$2,773.34	12,058 Ordinary	0.02%
29/09/2011	Bellwether Investments Pty Ltd	DRP	\$101,153.73	462,220 Ordinary	0.6%
01/02/2012	Bellwether Investments Pty Ltd	On Market Acquisition	\$44,875.64	299,171 Ordinary	0.4%

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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Bellwether Investments Pty Ltd	Equitas Nominees Pty Ltd	Bellwether Investments Pty Ltd	Direct Holding	Ordinary 3,735,917	5.1%
James Stuart Craig	Bellwether Investments Pty Ltd	Bellwether Investments Pty Ltd	Controls Bellwether	Ordinary 4,505,157	5.1%
Michael David Craig	Michael David Craig	Michael David Craig	Direct Holding	Ordinary 95,217	0.13%
Robert James Craig	Robert James Craig	Robert James Craig	Direct Holding	Ordinary 674,023	0.92%

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
Bellwether Investments Pty Ltd, James Stuart Craig, Michael David Craig, Robert James Craig	Acting in concert; family members

6. Addresses

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

Name	Address
Bellwether Investments Pty Ltd	37 York Street, ST KILDA WEST VIC 3182
James Stuart Craig	37 York Street, ST KILDA WEST VIC 3182
Michael David Craig	Carrigeen, HARROW VIC 3917
Robert James Stuart	99 Seaview Road, TENNYSON SA 5022

Signature

Print name James Stuart Craig

Capacity

Director

Sign here

Date

01/02/2012

DIRECTIONS