

27 January 2004

Sydney

Level 41, Aurora Place
88 Phillip Street
Sydney NSW 2000 Australia
www.challenger.com.au

telephone: 02 9994 7000
facsimile: 02 9994 7777

The Manager
Companies Announcement Platform
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

Re: Notice of Initial Substantial Holder

Please find attached change of interests of substantial holder notice for Beston Wine Industry Trust (BWI).

Yours faithfully

C E Cuffe
Director

Attach.

Melbourne

Level 41, 101 Collins Street
Melbourne VIC 3000
telephone 03 8616 1000
facsimile 03 8616 1111

Brisbane

Level 9, 175 Eagle Street
Brisbane QLD 4000
telephone 07 3218 8000
facsimile 07 3220 3132

Perth

Level 2, 141 St Georges Terrace
Perth WA 6000
telephone 08 9480 2800
facsimile 08 9322 9289

Adelaide

Level 9, T & G Building
82 King Street
Adelaide SA 5000
telephone 08 8211 7777
facsimile 08 8212 1661

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **Beston Wine Industry Trust**
ACN/ARSN **092 960 060**

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**

The holder became a substantial holder on 10/11/2003

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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary Fully Paid	125,415,000	18,480,277	14.74%

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 (7)	Class and number of securities
See Annexure 2	See Annexure 2	See Annexure 2
	Note B	

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 (8)	Class and number of securities
See Annexure 2	See Annexure 2	See Annexure 2	See Annexure 2

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 (9)		Class and number of securities
		Cash	Non-cash	
See Annexure 2	See Annexure 2	See Annexure 2		See Annexure 2

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure 2	See Annexure 2
Notes	Notes

7. 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, Aurora Place, 88 Phillip Street, Sydney NSW 2000
Refer Annexure 2 Note A	Annexure 2 Note A

Signature

print name **C E Cuffe** capacity Director

date **27.01.2004**

Annexure 1

This is page 1 of 2 pages of Annexure 1 referred to in Form 603 signed by me and dated 27/01/2004.

C E Cuffe

Director

Company/Scheme	ABN/ARSN
Challenger Financial Services Group Limited	106 842 371
Challenger Financial Services Group	091 545 185
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 IT Pty Ltd	25 094 934 399
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
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

Annexure 1

This is page 2 of 2 pages of Annexure 1 referred to in Form 603 signed by me and dated 27/01/2004.

C E Cuffe

Director

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
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 2 pages of Annexure 2 referred to in Form 603 signed by me and dated 27.01.2004.

C E Cuffe
Director

Holder of Relevant Interest	Registered Holder	Note	
Challenger Financial Services Group Limited	State Street on behalf of Challenger Life No.2 Limited	B	0

DATE	NATURE OF CHANGE	PRICE \$	VALUE \$	QUANTITY
15/01/2002	Purchase	0.9120	\$ 8,208	9,000
15/01/2002	Purchase	0.8819	\$ 4,119	4,670
15/01/2002	Purchase	0.8819	\$ 1,764	2,000
15/01/2002	Purchase	0.8800	\$ 1,838,371	2,089,058
15/01/2002	Purchase	0.7500	\$ 3,133,587	4,178,116
15/01/2002	Purchase	0.8800	\$ 301,800	342,955
14/03/2003	Purchase	0.8900	\$ 2,604,573	2,926,486
1/05/2003	Purchase	0.8700	\$ 147,980	170,092
10/11/2003	Purchase	0.9000	\$ 3,944,700	4,383,000
10/11/2003	Purchase	0.9000	\$ 3,937,410	4,374,900
Balance as at 10 November 2003				18,480,277
Number of shares on issue				125,415,000
Number of issued shares held (%)				14.74%

Holder of Relevant Interest	Registered Holder	Note	
Challenger Financial Services Group Limited	State Street on behalf of Challenger Life No.2 Limited	B	18,480,277
Balance as at 10.11.2003			18,480,277

Notes:

A in this Annexure:

"CGF" means Challenger Financial Services Group Limited (ACN 106 842 371) of Level 41, Aurora Place, 88 Phillip Street, Sydney NSW 2000.

"CFG" means Challenger Financial Services Group (ARSN 091 545 185) of Level 3, 55 Park Street, Sydney NSW 2000 which is wholly owned by CGF(ACN 106 842 371).

"Challenger Group Holdings Limited" means Challenger Group Holdings Limited (ACN 002 993 302) of Level 41, Aurora Place, 88 Phillip Street, Sydney NSW 2000 which is wholly owned by CFG (ARSN 091 545 185).

Annexure 2

This is page 2 of 2 pages of Annexure 2 referred to in Form 603 signed by me and dated 27.01.2004.

C E Cuffe
Director

"Challenger Life No.2 Limited" means Challenger Life No.2 Limited (ACN 072 486 938) of Level 41, Aurora Place, 88 Phillip Street, Sydney NSW 2000 is a wholly owned subsidiary of Challenger Life Limited (ACN 006 381 193) which is a wholly owned subsidiary of Iroka Pty Limited (ACN 080 036 657) which is a wholly owned subsidiary of Challenger Group Holdings Limited.

"State Street" means State Street Australia Limited (ACN 002 965 200) of State Street Centre, 338 Pitt Street, Sydney NSW 2000.

B. Explanation of Relationship and Nature of Relevant Interests

Registered Holder	On behalf of	Nature of relevant interest
State Street Limited	Challenger Life No.2 Limited	Related body corporate of CGF

Associates	Nature of Association
Companies listed in Annexure 1.	Each of the Companies listed in Annexure 1