

## Form 605

Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company name/Scheme **Gloucester Coal Ltd**  
ACN/ARSN **008 881 712**

## 1. Details of substantial holder (1)

Name **Challenger Financial Services Group Limited**  
ACN (if applicable) **106 842 371**

The holder ceased to be a substantial holder on **15/09/2004**  
The previous notice was given to the company on **05/04/2004**  
The previous notice was dated **08/04/2004**

## 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
<b>Ref Annexure 2</b>	<b>See Annexure 1</b>	<b>Ref Annexure 2</b>	<b>Ref Annexure 2</b>	<b>Ref Annexure 2</b>	<b>Ref Annexure 2</b>

## 3. Changes in association

The following persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
<b>See Annexure 2</b>	

## 4. Addresses

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

Name	Address
<b>Challenger Financial Services Group Limited</b>	<b>Level 41, Aurora Place, 88 Phillip Street, Sydney NSW 2000</b>
<b>And each other entity named in Annexure 1</b>	

## Signature

print name **A B Gardiner** capacity **Company Secretary**

signature \_\_\_\_\_ date **16/09/2004**

**Annexure 1**

This is page 1 of 3 pages of Annexure 1 referred to in Form 605 signed by me and dated 16/09/2004.

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**Anne Bernadette Gardiner**  
Company Secretary

<b>Company/Scheme</b>	<b>ABN/ARSN</b>
Challenger Financial Services Group Limited	85 106 842 371
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
Endowment Warrants 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 Commercial Lending 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 Securities Limited	28 009 568 496
Challenger Superannuation Pty Ltd	52 006 475 501
Challenger Treasury Limited	47 093 307 996
Challenger Wealthlink Management Limited	92 082 448 075

## Annexure 1

This is page 2 of 3 pages of Annexure 1 referred to in Form 605 signed by me and dated 16/09/2004

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**Anne Bernadette Gardiner**  
Company Secretary

CFSG Holdings No.1 Victoria Pty Limited	107 728 030
CFSG Holdings No.2 Victoria Pty Limited	107 601 605
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
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
Challenger Mortgage Finance Pty Limited	095 300 502
The Mortgage Alternative Holdings Pty Limited	107 706 810
The Mortgage Alternative Pty Ltd	107 725 486
TMA Special Servicing Pty Ltd	107 707 415
TMA Management Pty Ltd	107 707 406
<b>Overseas Companies</b>	
Challenger International (New Zealand) Limited	
Challenger Securities (New Zealand) Limited	
Challenger Beston Limited (New Zealand)	
Sabrand Limited	
Challenger Hungary International Capital and Management Limited Liability Company	

**Annexure 1**

This is page 3 of 3 pages of Annexure 1 referred to in Form 605 signed by me and dated 16/09/2004.

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**Anne Bernadette Gardiner**

Company Secretary

Challenger REIT Number 1 Limited	
Challenger Milk Street LLC	
Challenger South Monaco LLC (US)	
Challenger Las Cimas LLC	
Challenger Life (UK) Limited	
Challenger Group Services (UK) Limited	
Interstar Home Loan Corporation NZ Limited	
Interstar Securifies 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 605 signed by me and dated 16/9/2004.

**Anne Bernadette Gardiner**  
Company Secretary

Holder of Relevant Interest	Registered Holder	Note	Class and number of securities (Fully Paid Ordinary)
Challenger Managed Investments Limited as Responsible Entity for Challenger Smaller Companies Fund	State Street on behalf of Challenger Managed Investments Limited as Responsible Entity for Challenger Smaller Companies Fund	B	4,637,681
Challenger Orion Share Fund	for Challenger Orion Share Fund		81,601
Challenger Boutique ASP	for Challenger Boutique ASP		75,390
<b>TOTAL as at: Brought Forward as at 7/4/04</b>			<b>4,794,672</b>

Trade Date	Nature of change	Price (\$)	Value (\$)	Quantity
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**Challenger Smaller Companies Fund**

7/09/2004	Sale	1.8641-\$	372,826	-200,000
8/09/2004	Sale	1.8150-\$	301,788	-166,275
9/09/2004	Sale	1.7538-\$	185,420	-105,725
10/09/2004	Sale	1.7143-\$	48,001	-28,000
14/09/2004	Sale	1.7143-\$	218,287	-127,331
15/09/2004	Sale	1.7169-\$	549,039	-319,782
		\$	-	

**Sub-Total** **-947,113**

**Challenger Orion Australian Share Fund**

30/04/2004	Buy	0.7851 \$	10,800	13,757
6/05/2004	Buy	0.8021 \$	4,872	6,074
6/05/2004	Buy	0.8001 \$	9,710	12,136
7/05/2004	Buy	0.7826 \$	9,283	11,862
12/05/2004	Buy	0.7826 \$	3,176	4,058
2/07/2004	Sale	1.2459-\$	4,534	-3,639
5/07/2004	Sale	1.2858-\$	530	-412
6/07/2004	Sale	1.2969-\$	5,262	-4,057
12/07/2004	Sale	1.4167-\$	8,614	-6,080
13/07/2004	Sale	1.3954-\$	567	-406
2/08/2004	Sale	1.4112-\$	7,148	-5,065
3/08/2004	Sale	1.4479-\$	9,951	-6,873
4/08/2004	Sale	1.4628-\$	12,398	-6,476
5/08/2004	Sale	1.4808-\$	3,952	-2,669
10/08/2004	Sale	1.5092-\$	9,102	-6,031
11/08/2004	Sale	1.5764-\$	6,492	-4,118
12/08/2004	Sale	1.6307-\$	3,496	-2,144
2/09/2004	Sale	1.8122-\$	5,232	-2,887
3/09/2004	Sale	1.8241-\$	4,336	-2,377
7/09/2004	Sale	1.8565-\$	6,978	-3,759
8/09/2004	Sale	1.8231-\$	6,031	-3,308
		\$	-	

**Sub-Total** **-14,414**

**Challenger Boutique ASP**

30/04/2004	Buy	0.7851	\$	11,505	14,654
6/05/2004	Buy	0.8001	\$	10,272	12,838
6/05/2004	Buy	0.8021	\$	4,749	5,921
7/05/2004	Buy	0.7826	\$	9,272	11,848
12/05/2004	Buy	0.7826	\$	3,189	4,075
2/07/2004	Sale	1.2459	-\$	3,583	-2,876
5/07/2004	Sale	1.2857	-\$	441	-343
6/07/2004	Sale	1.2969	-\$	4,486	-3,459
12/07/2004	Sale	1.4167	-\$	8,223	-5,804
13/07/2004	Sale	1.3954	-\$	540	-387
2/08/2004	Sale	1.4112	-\$	13,196	-9,351
3/08/2004	Sale	1.4479	-\$	10,534	-7,275
4/08/2004	Sale	1.4628	-\$	13,383	-9,149
5/08/2004	Sale	1.4808	-\$	3,890	-2,627
10/08/2004	Sale	1.5095	-\$	9,276	-6,145
11/08/2004	Sale	1.5764	-\$	6,287	-3,988
12/08/2004	Sale	1.6307	-\$	3,142	-1,927
2/09/2004	Sale	1.8122	-\$	3,267	-1,803
3/09/2004	Sale	1.8241	-\$	3,893	-2,134
7/09/2004	Sale	1.8565	-\$	6,407	-3,451
8/09/2004	Sale	1.8231	-\$	5,606	-3,075
			\$	-	

**Sub-Total** **-14,458**

**Balance as at: 15/09/04** **-975,985**

**Number of units on issue** **77,902,890**

**Number of issued units held (%)** **4.90%**

Holder of Relevant Interest	Registered Holder	Note	Class and number of securities (Fully Paid Ordinary)
Challenger Managed Investments Limited as Responsible Entity for Challenger Smaller Companies Fund	State Street on behalf of Challenger Managed Investments Limited as Responsible Entity for Challenger Smaller Companies Fund	B	3,690,568
Challenger Orion Share Fund	for Challenger Orion Share Fund	B	67,187
Challenger Boutique ASP	for Challenger Boutique ASP	B	60,932

**Balance as at: 15/09/04** **3,818,687**

**NOTES**

**A in this Annexure:**

"CFG" means Challenger Financial Services Group (ARSN 091 545 185) of Level 3, 54 Park Street, Sydney NSW 2000.

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

This is page 2 of 2 pages of Annexure 2 referred to in Form 605 signed by me and dated 16/09/2004

**Anne Bernadette Gardiner**  
Company Secretary

Howard Mortgage Management Limited (ACN 003 033 143) which 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 Financial Services Group 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**

<b>Registered Holder</b>	<b>On behalf of</b>	<b>Nature of relevant interest</b>
State Street Limited	Challenger Managed Investments Limited as Responsible Entity for Challenger Smaller Companies Fund, Challenger Orion Share Fund and Challenger Boutique ASP	Pursuant to the Constitution of Challenger Smaller Companies Fund the responsible entity, Challenger Managed Investments Limited, has the power to control voting and/or disposal of securities.

<b>Associates</b>	<b>Nature of Association</b>
Companies listed in Annexure 1.	Each of the Companies listed in Annexure 1.