

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company name/Scheme **Challenger Beston Wine 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**

There was a change in the interests of the substantial holder on **16.08.2004**
 The previous notice was given to the company on **27.01.2004**
 The previous notice was dated **27.01.2004**

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	18,480,277	14.74%	19,454,191	15.29%

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 1	Annexure 1	Annexure 1	Annexure 1	Annexure 1	Annexure 1

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, Aurora Place, 88 Phillip Street, Sydney NSW 2000

Signature

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

date **11.10.2004**

Annexure 1

This is page 1 of 3 pages of Annexure 1 referred to in Form 604 signed by me and dated 11/10/2004.

A.B. Gardiner
Company Secretary

Company/Scheme	ABN/ARSN
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
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 604 signed by me and dated 11/10/2004.

A.B. 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
Nortstar Lending 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
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
PH Sydney Hotel Holdings Pty Ltd	095 686 289
PH Sydney Hotel Limited	104 573 533
Associated Planners Group Limited	003 357 024
Associated Planners Financial Services Limited	060 778 216
Associated Planners Asia Pty Limited	102 866 893
Associated Planners Strategic Finance Pty Limited	003 688 060
AP Advisers Strategies Pty Limited	097 451 495
AP Strategic Finance (WA) Pty Limited	104 441 947
Solar Risk Pty Limited	092 265 373
Bain Financial Group Pty Limited	106 265 936

Annexure 1

This is page 3 of 3 pages of Annexure 1 referred to in Form 604 signed by me and dated 11/10/2004.

A.B. Gardiner
Company Secretary

Overseas Companies	
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	
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 Securities NZ Limited	
SEIZA Asset Management (Bermuda) Limited	
ZCM Australia Asset Holdings Limited	

Annexure 2

This is page 1 of 1 pages of Annexure 2 referred to in Form 604 signed by me and dated 11/10/2004.

A.B. Gardiner

Company Secretary

PER STATE STREET PURCHASES & SALES REPORT

Trade Type	Trade Date	Base Net Proceed Amount	Base Interest Amount	Base Total Cost	Shares/Par Value	Base Original Face	Base Unit Price	Taxes (Base)	Other Charges (Base)	Misc. Charges (Base)	Base Current Average Cost	Base Current ID Cost Amount
BUY	15-Jan-02	757,000	-	757,000	75,700	-	10.0000	-	-	-	757,000	757,000
BUY	15-Jan-02	7,000,000	-	7,000,000	700,000	-	10.0000	-	-	-	7,000,000	7,000,000
BUY	1-Sep-03	485,000	-	485,000	50,000	-	9.7000	-	-	-	485,000	485,000
BUY	14-Nov-03	149,207	-	149,207	16,107	-	9.2635	-	-	-	149,207	149,207
SELL	28-May-02	(1,050,400)	-	(1,050,400)	(100,000)	-	10.0000	-	-	-	(1,000,000)	(1,000,000)
SELL	13-Sep-02	(1,000,000)	-	(1,000,000)	(100,000)	-	10.6080	-	-	-	(1,000,000)	(1,000,000)
		6,340,807	-	6,340,807	641,807	-		-	-	-	6,391,207	6,391,207
BUY	16-Aug-04	440,057	-	440,057	487,814	-	0.9600	-	-	-	440,057	440,057
BUY	14-Mar-03	2,604,573	-	2,604,573	2,926,486	-	0.8900	-	-	-	2,604,573	2,604,573
BUY	1-May-03	147,980	-	147,980	170,092	-	0.8700	-	-	-	147,980	147,980
BUY	10-Nov-03	3,944,700	-	3,944,700	4,383,000	-	0.9000	-	-	-	3,944,700	3,944,700
BUY	10-Nov-03	4,374,900	-	4,374,900	4,861,000	-	0.9000	-	-	-	4,374,900	4,374,900
BUY	15-Jan-02	1,838,371	-	1,838,371	2,089,058	-	0.8800	-	-	-	1,838,371	1,838,371
BUY	15-Jan-02	301,800	-	301,800	342,955	-	0.8800	-	-	-	301,800	301,800
BUY	15-Jan-02	8,208	-	8,208	9,000	-	0.9120	-	-	-	8,208	8,208
BUY	15-Jan-02	4,119	-	4,119	4,670	-	0.8819	-	-	-	4,119	4,119
BUY	15-Jan-02	1,764	-	1,764	2,000	-	0.8819	-	-	-	1,764	1,764
BUY	15-Jan-02	3,133,587	-	3,133,587	4,178,116	-	0.7500	-	-	-	3,133,587	3,133,587
		16,800,059	-	16,800,059	19,454,191	-		-	-	-	16,800,059	16,360,002