

CALEDONIA

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Caledonia Investments Pty Limited (ABN: 17 055 008 556) (AFS Licence No. 253012)
Caledonia (Private) Investments Pty Limited (ABN: 58 003 977 115) (AFS Licence No. 254432)

FACSIMILE MESSAGE

ATTENTION: **The Manager – Company Announcements Office**

COMPANY: **Australian Securities Exchange**

FAX: **1300 135 638**

FROM: **Bernard Stanton**

DATE: **10 February 2011**

NO. OF PAGES: **5** (including header sheet)

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Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme Challenger LimitedACN/ARSN 85 106 842 371**1. Details of substantial holder(1)**Name CALEDONIA (PRIVATE) INVESTMENTS PTY LIMITED & ITS ASSOCIATESACN/ARSN (if applicable) 003 977 115

There was a change in the interests of the substantial holder on

01 /02 /2011

The previous notice was given to the company on

27 /09 /2010

The previous notice was dated

27 /09 /2010**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	25,177,342	5.04%	30,511,549	6.08%

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 to	Refer to	Refer to	Refer to	Refer to	REFER TO
Annexure E	Annexure B	Annexure B	Annexure B	Annexure E	ANNEXURE A

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
REFER TO	REFER TO	REFER TO	POWER TO VOTE	ORDINARY	REFER TO
ANNEXURE A	ANNEXURE A	ANNEXURE A		30,511,549	ANNEXURE A

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
REFER TO ANNEXURE A	REFER TO ANNEXURE A

Signature

print name **BERNARD STANTON**

capacity **DIRECTOR**

sign here



date **10 / 02 / 2011**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 5 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is page 1 of 1 pages of Annexure A referred to in Form 604 “Notice of change of interests of substantial holder”.

Company: Challenger Limited
ACN/ARSN 106 842 371

The associated entities of Caledonia (Private) Investments Pty Limited are:

Mark A. Nelson

J. William Vicars

Each entity has Level 21, 1 Alfred Street, Sydney NSW 2000 as its registered office.



Bernard Stanton
Director

Date 10 February 2011

ANNEXURE B

This is page 1 of 1 pages of Annexure B referred to in Form 604 "Notice of change of interests of substantial holder".

Company: Challenger Limited
ACN/ARSN 106 842 371



Bernard Stanton
Director
10 February 2011

Particulars of changes in relevant interests:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
02/09/2010	Refer to annexure A.	On market transaction.	2,123,021	543,000	543,000
07/09/2010	Refer to annexure A.	On market transaction.	2,013,050	500,000	500,000
08/09/2010	Refer to annexure A.	On market transaction.	(122,510)	(31,338)	(31,338)
10/09/2010	Refer to annexure A.	On market transaction.	2,035,950	500,000	500,000
10/09/2010	Refer to annexure A.	On market transaction.	38,905	9,489	9,489
21/09/2010	Refer to annexure A.	On market transaction.	(1,248,000)	(300,000)	(300,000)
22/09/2010	Refer to annexure A.	On market transaction.	(1,457,362)	(342,530)	(342,530)
24/09/2010	Refer to annexure A.	On market transaction.	1,112,902	260,757	260,757
07/10/2010	Refer to annexure A.	On market transaction.	533,445	122,000	122,000
18/10/2010	Refer to annexure A.	On market transaction.	2,422,996	500,000	500,000
18/10/2010	Refer to annexure A.	On market transaction.	3,258,478	676,791	676,791
19/10/2010	Refer to annexure A.	On market transaction.	210,263	43,576	43,576
19/10/2010	Refer to annexure A.	On market transaction.	675,527	140,000	140,000
20/10/2010	Refer to annexure A.	On market transaction.	651,597	139,633	139,633
22/11/2010	Refer to annexure A.	On market transaction.	2,284,400	500,000	500,000
24/11/2010	Refer to annexure A.	On market transaction.	(115,862)	(25,690)	(25,690)
30/11/2010	Refer to annexure A.	On market transaction.	(28,011)	(6,234)	(6,234)
01/12/2010	Refer to annexure A.	On market transaction.	(44,400)	(10,000)	(10,000)
02/12/2010	Refer to annexure A.	On market transaction.	(195,710)	(43,108)	(43,108)
03/12/2010	Refer to annexure A.	On market transaction.	(137,514)	(30,000)	(30,000)
09/12/2010	Refer to annexure A.	On market transaction.	(558,410)	(119,064)	(119,064)
10/12/2010	Refer to annexure A.	On market transaction.	(34,898)	(7,441)	(7,441)
13/12/2010	Refer to annexure A.	On market transaction.	(247,347)	(53,372)	(53,372)
13/12/2010	Refer to annexure A.	On market transaction.	(13,029)	(2,802)	(2,802)
15/12/2010	Refer to annexure A.	On market transaction.	(1,516,611)	(321,350)	(321,350)
15/12/2010	Refer to annexure A.	On market transaction.	(55,680)	(11,872)	(11,872)
16/12/2010	Refer to annexure A.	On market transaction.	1,428,120	300,000	300,000
22/12/2010	Refer to annexure A.	On market transaction.	1,583,932	340,000	340,000
24/12/2010	Refer to annexure A.	On market transaction.	185,701	39,427	39,427
30/12/2010	Refer to annexure A.	On market transaction.	522,988	110,573	110,573
31/12/2010	Refer to annexure A.	On market transaction.	1,175,825	250,000	250,000
04/01/2011	Refer to annexure A.	On market transaction.	1,172,675	250,000	250,000
05/01/2011	Refer to annexure A.	On market transaction.	933,980	200,000	200,000
06/01/2011	Refer to annexure A.	On market transaction.	473,926	101,031	101,031
10/01/2011	Refer to annexure A.	On market transaction.	(35,872)	(7,600)	(7,600)
13/01/2011	Refer to annexure A.	On market transaction.	(50,199)	(10,600)	(10,600)
14/01/2011	Refer to annexure A.	On market transaction.	(50,847)	(10,500)	(10,500)
14/01/2011	Refer to annexure A.	On market transaction.	356,302	73,957	73,957
14/01/2011	Refer to annexure A.	On market transaction.	1,276,689	265,000	265,000
17/01/2011	Refer to annexure A.	On market transaction.	246,177	51,056	51,056
17/01/2011	Refer to annexure A.	On market transaction.	482,170	100,000	100,000
18/01/2011	Refer to annexure A.	On market transaction.	48,290	9,987	9,987
21/01/2011	Refer to annexure A.	On market transaction.	917,646	194,063	194,063
24/01/2011	Refer to annexure A.	On market transaction.	1,274,344	265,937	265,937
01/02/2011	Refer to annexure A.	On market transaction.	836,197	181,431	181,431