

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: John Fairfax Holdings Limited
ACN: 008 663 161
ASX Code: FXJ

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: ACN 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 9 October 2006

The previous notice was given to the company on: 7 February 2006

The previous notice was dated: 7 February 2006

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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	47,596,409	5.099%	62,908,728	6.227%

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	Person	Nature	Consideration	Class & number (ord)	Person's votes
08/02/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 86,677.88	21,629	21,629

09/02/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 259,130.53	64,010	64,010
10/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 3,767.62	- 906	- 906
14/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 31,432.38	7,817	7,817
14/02/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 30,907.23	7,711	7,711
15/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 11,816.18	2,934	2,934
16/02/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 84,053.40	- 20,514	- 20,514
17/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,653,243.54	- 424,410	- 424,410
20/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,007,514.73	255,662	255,662
21/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,321.06	1,604	1,604
22/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,892.89	707	707
22/02/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 131,054.30	- 31,985	- 31,985
23/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,748,439.91	1,189,573	1,189,573
24/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,032,317.57	516,936	516,936
27/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 786,156.03	200,000	200,000

28/02/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 16,485.11	4,162	4,162
01/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 546,570.53	139,045	139,045
02/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,920,160.51	488,980	488,980
02/03/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 83,020.87	- 20,262	- 20,262
06/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,842,653.42	728,060	728,060
07/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 737,010.97	189,381	189,381
08/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,193.84	- 305	- 305
08/03/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 81,485.46	20,561	20,561
14/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 24,139.07	- 5,972	- 5,972
15/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 943,859.29	- 232,493	- 232,493
17/03/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 11,373.12	- 2,780	- 2,780
20/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,948.72	737	737

21/03/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 25,963.40	6,517	6,517
22/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 491,231.93	- 121,500	- 121,500
24/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,892.95	973	973
27/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,896,363.01	1,750,000	1,750,000
28/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 116,960.78	29,719	29,719
29/03/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 387,679.17	98,624	98,624
29/03/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 38,788.85	9,849	9,849
30/03/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 57,580.39	14,539	14,539
31/03/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 20,327.34	5,135	5,135
04/04/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 7,845.03	1,951	1,951
05/04/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 985,767.06	250,778	250,778
06/04/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 23,941.26	6,022	6,022

10/04/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,579,606.46	399,461	399,461
12/04/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,057,822.83	1,022,112	1,022,112
19/04/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,654.81	424	424
19/04/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 54,179.24	13,984	13,984
21/04/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 18,788.10	- 4,861	- 4,861
21/04/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 6,442.77	1,656	1,656
24/04/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,886.30	- 485	- 485
24/04/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 5,814.33	1,484	1,484
26/04/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 15,886.14	4,011	4,011
27/04/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,570.37	906	906
01/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 725,607.10	- 183,698	- 183,698
02/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 580.36	- 148	- 148
03/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 768.01	- 199	- 199
03/05/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 23,581.72	6,081	6,081

04/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 38,382.28	9,953	9,953
04/05/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 53,970.06	13,954	13,954
09/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 53,166.63	- 13,655	- 13,655
09/05/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 86,605.30	21,515	21,515
10/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 984.97	252	252
10/05/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 90,000.26	22,858	22,858
15/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,064,419.13	275,000	275,000
15/05/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 54,934.00	14,193	14,193
17/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,115.60	- 287	- 287
19/05/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 18,595.90	4,702	4,702
24/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,799,936.34	466,556	466,556
24/05/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 65,126.05	- 16,070	- 16,070
25/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 466,043.08	121,398	121,398

25/05/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 103,930.15	- 25,645	- 25,645
26/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 844,282.20	218,325	218,325
29/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 374,859.19	97,099	97,099
30/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 147,636.59	38,242	38,242
31/05/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 196,278.13	52,327	52,327
01/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 300,170.85	- 78,785	- 78,785
05/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 187,469.13	50,000	50,000
05/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 19,671.55	- 4,854	- 4,854
06/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 20,144.85	5,413	5,413
06/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 81,663.25	- 21,570	- 21,570
07/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 487.38	- 130	- 130
08/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,100.20	1,079	1,079
13/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 6,454.70	- 1,726	- 1,726

14/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,191.36	1,117	1,117
14/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 8,624.43	- 2,134	- 2,134
15/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 10,398.63	- 2,573	- 2,573
16/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,088,382.01	1,095,022	1,095,022
16/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 45,761.23	- 11,323	- 11,323
19/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,718,698.38	1,000,000	1,000,000
20/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 29,164.56	7,882	7,882
23/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 5,114.51	1,386	1,386
27/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 510,708.79	126,368	126,368
28/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,013.86	1,115	1,115
28/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 72,821.34	20,222	20,222
29/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 73,554.38	20,057	20,057
30/06/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,983.76	813	813
30/06/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 75,790.24	20,453	20,453

04/07/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,090,591.30	- 293,190	- 293,190
04/07/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 25,671.32	6,924	6,924
06/07/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 929,739.64	- 251,865	- 251,865
06/07/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 14,631.26	3,957	3,957
07/07/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 9,356.69	- 2,502	- 2,502
07/07/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 27,308.12	7,276	7,276
12/07/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 5,288.03	- 1,361	- 1,361
12/07/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 17,003.35	4,396	4,396
13/07/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 2,125.68	- 541	- 541
14/07/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ -	-	-
19/07/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,923.26	961	961
24/07/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 146,990.06	- 37,410	- 37,410
25/07/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 27,989.48	7,036	7,036
26/07/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 35,841.15	8,905	8,905

02/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 644.06	- 163	- 163
02/08/2006	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 77,927.74	19,589	19,589
03/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 537,158.40	- 132,960	- 132,960
09/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,450.60	360	360
10/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,843.28	718	718
11/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,881,612.66	- 472,767	- 472,767
15/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 6,085.11	- 1,537	- 1,537
16/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 673,136.67	168,284	168,284
17/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 584,495.94	- 145,397	- 145,397
21/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 14,870.36	3,693	3,693
23/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 11,055.95	2,709	2,709
24/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 8,124.48	- 2,016	- 2,016
25/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,386,364.00	- 346,591	- 346,591
29/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 8,161.49	- 2,046	- 2,046

30/08/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,174.00	534	534
31/08/2006	IOOF Investment Management Limited (ACN 006 695 021)	Sold on market	-\$ 92,353.78	- 23,231	- 23,231
05/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,168.26	1,534	1,534
06/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 7,191,314.40	1,815,585	1,815,585
11/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 840,052.61	212,625	212,625
12/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 834,564.24	210,668	210,668
13/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,881,409.70	475,000	475,000
14/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 575,853.98	145,386	145,386
19/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 15,190,481.00	- 3,769,367	- 3,769,367
20/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 38,785.71	9,779	9,779
22/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,321,051.12	1,571,572	1,571,572
25/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 721,273.93	179,857	179,857
26/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,028,947.23	248,440	248,440
27/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,212,033.76	999,393	999,393

28/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 631,387.35	150,000	150,000
29/09/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,113,401.03	500,000	500,000
03/10/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,841,665.38	450,000	450,000
04/10/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,733,746.50	643,526	643,526
05/10/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 21,972.27	5,000	5,000
06/10/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,369,909.70	1,629,128	1,629,128
09/10/2006	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 696,910.87	158,507	158,507

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
IOOF Investment Management Limited (ACN 006 695 021)	National Custodian Services		Investment Manager	1,525,936	1,525,936
Perennial Investment Partners Limited (ACN 087 901 620)	Westpac Custodian Nominees		Investment Manager	1,407,878	1,407,878
Perennial Investment Partners Limited (ACN 087 901 620)	JB WERE		Investment Manager	178,352	178,352
Perennial Investment Partners Limited (ACN 087 901 620)	State Street Australia Limited		Investment Manager	5,790,970	5,790,970
Perennial Investment Partners Limited (ACN 087 901 620)	National Custodian Services		Investment Manager	30,360,451	30,360,451
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	13,191,120	13,191,120
Perennial Investment Partners	J P Morgan		Investment Manager		

Limited (ACN 087 901 620)				351,184	351,184
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	6,971,604	6,971,604
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	3,075,813	3,075,813
Perennial Investment Partners Limited (ACN 087 901 620)	Asgard Capital Management		Investment Manager	55,420	55,420

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 29, 303 Collins Street Melbourne Victoria 3000
IOOF Investment Management Limited	GPO Box 264C Melbourne Victoria 3001
Perennial Investment Partners Limited	Level 29, 303 Collins Street Melbourne Victoria 3000
John Fairfax Holdings Limited	Darling Park , Level 19 , 201 Sussex Street Sydney NSW 2000