



Franklin Templeton®

Fax Cover Sheet

DATE:	13 November, 2002	TIME:	3:39 PM
TO:	Australian Stock Exchange	PHONE:	011-612-9227-0000
		FAX:	011-612-9347-0005
FROM:	Colleen Lightbourne Legal Department	PHONE:	954-527-7588
		FAX:	954-527-2160
RE:	Form 603 Substantial Shareholder Notice		

Number of pages including cover sheet: 12

Message

Dear Sirs,

The attached is a form 603 substantial shareholder notice for our shareholdings Iluka Resources Ltd.

We will forward a signed original copy of the notice via courier at this time.

Best Regards,

Colleen Lightbourne
Paralegal

"The information contained in this facsimile may contain confidential information and/or privileged material intended only for the use of the person to whom it was addressed. If you received it in error, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this in error please contact me immediately at (954) 527-7588. Thank you."

Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Iuka Resources Ltd.ACN/ABN A C N 008 675 018

1. Details of substantial holder (1)

Name Franklin Resources, Inc. and its affiliatesACN (if applicable) N/AThe holder became a substantial holder on 12/11/2002

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 Shares	11,722,271	11,722,271	5.0350%

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	Name of relevant interest (7)	Class and number of securities
See Annexure B, item 1	See Annexure B, item 2	See Annexure B, item 3

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 B, item 1	See Annexure B, item 6	See Annexure B, item 8	See Annexure B, items 3, 7 & 9

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 B, item 1	See Annexure B, item 4	See Annexure B, item 5	See Annexure B, item 5	See Annexure B, item 3 & 4

6. Associates

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

Name and ACN (if applicable)	Nature of association
The persons referred to in paragraph 1 of Annexure A are associates of Franklin Resources, Inc. by virtue of being a related body.	

7. Addresses

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

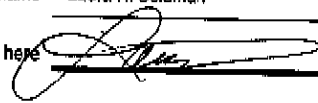
Name	Address
See Annexure A	See annexure A

Signature

print name Laura R. Seidman

Capacity: Assistant Secretary, Franklin Resources, Inc.

sign here



date 11/13/2002

Annexure A

1

Names and addresses of all associates for whom composite notice is given:

Name	Address
Franklin Resources, Inc.	One Franklin Parkway San Mateo, CA 94403
FS Capital Group	1800 Gateway Drive San Mateo, CA 94404
Franklin Agency Inc.	One Franklin Parkway San Mateo, CA 94403
Franklin Capital Corporation	47 West 200 South, Suite 500 Salt Lake City, UT 84104-1621
Franklin Advisers Inc.	One Franklin Parkway San Mateo, CA 94403
Franklin Templeton Bank & Trust, F.S.B.	2302 President's Drive, Suite F Salt Lake City, Utah, UT 84120
Franklin Investment Advisory Services Inc.	One Franklin Parkway San Mateo, CA 94403
Franklin Private Client Group, Inc.	One Franklin Parkway San Mateo, CA 94403
Franklin Management Inc.	951 Mariners Island Boulevard San Mateo, CA 94404
Templeton Worldwide Inc.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Franklin Properties Inc.	1800 Gateway Drive San Mateo, CA 94404
Franklin Templeton Companies, LLC.	One Franklin Parkway San Mateo, CA 94403
Franklin Templeton Services, LLC.	One Franklin Parkway San Mateo, CA 94403
Franklin Templeton Investor Services, LLC.	10600 White Rock Road Rancho Cordova, CA 95670-6032
Franklin Templeton Travel, Inc.	One Franklin Parkway San Mateo, CA 94403
Franklin Templeton Distributors, Inc.	One Franklin Parkway San Mateo, CA 94403
Property Resources, Inc.	1800 Gateway Drive San Mateo, CA 94404
Continental Property Management Company	1400 Fashion Island Boulevard San Mateo, CA
FS Properties, Inc.	1800 Gateway Drive San Mateo, CA 94404
Templeton Funds Annuity Company	700 Central Avenue St. Petersburg, FL 33733
FCC Receivables Corporation	One Franklin Parkway San Mateo, CA 94403
Franklin Receivables LLC	One Franklin Parkway San Mateo, CA 94403
Franklin Mutual Advisers, LLC	51 John F. Kennedy Parkway Short Hills, NJ 07028-2789
Franklin Advisory Services, LLC	One Parker Plaza, 9 th Floor Fort Lee, NJ 07024-2938
Templeton Investment Counsel, LLC.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Franklin Templeton NIB Investments Limited	NIB Centre 148 Saint George's Mall, Cape Town 8001, South Africa
Templeton Asset Management Limited	7 Temasek Boulevard #38-03 Suntec Tower One, Singapore, 038987

Templeton Asset Management Limited	Ing. Butty 220, Piso 11 (C1001AFB) Buenos Aires, Argentina
Franklin Templeton Italia SIM S.p.A	Corso Italia, 1 20122 Milano, MI, Italy
Franklin Templeton NIB Asset Management (Pty) Ltd	Harrow Court II, Isle of Houghton Boundary Road, Parktown 2193, Johannesburg, South Africa
Franklin Templeton Management Luxembourg SA	26 Boulevard Royal L-2449 Luxembourg, Grand Duchy of Luxembourg
Templeton International, Inc.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Franklin Templeton Investment Services GmbH	Mainzer Landstr. 16 D-60325 Frankfurt-am-Main, Germany
Templeton Switzerland Limited	Bahnhofstrasse 22 CH-8022 Zurich, Switzerland
Franklin Templeton France SA/ Franklin Templeton Asset Management SA	16-18 Avenue George V 75008 Paris, France
Franklin Templeton Investments Corp	One Financial Place 1 Adelaide Street East, Suite 2101 Toronto, Ontario, Canada M5C 3B8
Bissett Asset Management	3100, 350 7 th Avenue, S.W. Calgary, Canada T2P 3NP
Templeton Heritage Limited	One Financial Place 1 Adelaide Street East, Suite 2101 Toronto, Ontario, Canada M5C 3B8
Templeton Franklin Global Distributors Limited	Appleby, Spurling & Kempe 41 Cedar House Avenue P.O. Box HM 1179, Hamilton HM EX, Bermuda
Happy Dragon Holdings Limited	P.O. Box 71, Road Town Tortola, British Virgin Islands
Templeton/Franklin Investment Services, Inc. Templeton Portfolio Advisory Division	26515 Carmel Rancho Blvd. Carmel, CA 93923
FT Trust Company	100 Fountain Parkway St. Petersburg, FL 33716-1205
Franklin Templeton Investments (Asia) Limited	2701 Shui on Centre 6-8 Harbour Road, Wanchai, Hong Kong
Templeton Research & Management Venezuela, C.A	Av. Francisco de Miranda Centro Lido, Torre D, Piso 4 El Rosal, 1060 Caracas, Venezuela
Templeton do Brasil Ltda.	Rua Lauro Muller 116, Sala 2404 Rio de Janeiro, RJ, Brazil
Bradesco Templeton Asset Management	Av. Brig. Faria Lima, 1461-10 Andar 10480-900 Sao Paulo, SP, Brazil
Templeton Research Poland SP.z.o.o	ILMET Al. Jana Pawla II 15, 10 th Floor, 00-828 Warsaw, Poland
Templeton China Research Limited	18 Floor, North Tower, Shanghai Stock Exchange Building 528 Pudon S. Road, Pudong District, Shanghai 200120, P.R. China
Templeton Asian Direct Investments Limited	2701 Shui On Centre 6-8 Harbor Road, Wanchai, Hong Kong
Franklin Templeton International Services S.A.	26 Boulevard Royal L-2449 Luxembourg, Grand Duchy of Luxembourg
Templeton Investment Holdings (Cyprus) Limited	2-4 Arch Makarios III Ave. Capital Center, 9 th Floor, 1505 Nicosia, Cyprus
Franklin Templeton Investments Japan Limited	Kanematsu Building, 6 th Floor 14-1, Kyobashi 2-chome, Chuo-ku, Tokyo 104-0041, Japan
Franklin Templeton Global Investors Limited	Exchange Tower, 19 Canning Street Edinburgh, Scotland EH3 8EG

Franklin Templeton Investment Management Limited	Times Place, 2 nd floor 45 Pall Mall, London, SW1Y 5JG, England
Franklin Templeton Investments Australia Ltd.	Level 46, Nauru House, 80 Collins Street Melbourne, Victoria 3000, Australia
Templeton Global Holdings Ltd.	P.O. Box N-7759 Lyford Cay, Nassau, Bahamas
Franklin Templeton Holding Limited	C/o Pricewaterhouse Coopers LLP Cathedral Square, Port Louis, Mauritius
Franklin Templeton Services Limited	The Sweepstakes Centre Block C, Ballsbridge, Dublin 4, Ireland
Closed Joint-Stock Company Templeton	16/2 Ulitsa Tverskaya Pushkin Plaza, 5 th Floor, 103009 Moscow, Russia
Franklin Templeton Investment Management Limited	Exchange Tower, 19 Canning Street, Edinburgh, Scotland EH3 8EG
Orion Fund Management Limited	41 Cedar Avenue, Cedar House Hamilton, HM12, Bermuda
Templeton Global Advisors Limited	P.O. Box N-7759 Lyford Cay, Nassau, Bahamas
Templeton Asset Management (India) Pvt Limited	Sakar Bhavan, 1 st Floor 230 Backbay Reclamation, Nariman Point, Mumbai, 400-021
Templeton Trust Services (India) Pvt Limited	Sakar Bhavan, 1 st Floor 230 Backbay Reclamation, Nariman Point, Mumbai, 400-021
Franklin Templeton Investment Management Limited	Transpolis Schiphol Airport Polarisavenue 83G, 2132 JH Hoofddorf, Holland
Templeton Asset Management (Labuan) Limited	Lot H, Level 7 Wisma Oceanic, Jalan OKK Awang Besar 87007 Federal Territory of Labuan, Malaysia
Franklin Templeton Investment Trust Management Co Ltd (Korea)	18 th Floor, SKC Building 23-10 Yoido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734
Templeton Capital Advisors Ltd.	P.O. Box N-7759 Lyford Cay, Nassau, Bahamas
Templeton Worldwide, Inc.	P.O. Box 25307, Blue Tower Suite 504/B, Khalifa Street, Abu Dhabi, U.A.E.
Templeton American General Life of Bermuda, Ltd.	The Ace Building, 30 Woodbourne Ave., P.O. Box HM1007, Hamilton HMDX, Bermuda
Fiduciary Trust Company International	600 5 th Avenue, 4 th Floor New York, New York 10020
Fiduciary Tax Services, Inc.	600 5 th Avenue New York, New York 10020
Fiduciary Investment Corporation	600 5 th Avenue New York, New York 10020
Fiduciary International, Inc.	600 5 th Avenue New York, New York 10020
Fiduciary Financial Services Corp.	600 5 th Avenue New York, New York 10020
Fiduciary International Holding Inc.	1717 Pennsylvania Avenue N.W., Suite 630 Washington DC 20006
Fiduciary Investment Management International, Inc.	1717 Pennsylvania Avenue N.W., Suite 630 Washington DC 20006
Fiduciary Trust International of Delaware	1220 North Market Street Wilmington, Delaware 19801
Fiduciary Trust International of Northern California	One Franklin Parkway San Mateo, CA 94403-1906
Fiduciary Trust International of Southern California	444 South Flower Street, 32 nd Floor Los Angeles, California 90071-2961
Fiduciary Trust International of the South	International Place Building, 100 S.E. 2 nd Street, Suite 2300 Miami, Florida 33131-1101
Fiduciary Trust (International) S.A.	FTI Banque Fiduciary Trust, Route de Pre-Bois 29, case Postale 156, 1215 Geneva 15, Switzerland
FTI- Banque Fiduciary Trust	FTI Banque Fiduciary Trust, Route de Pre-Bois 29, Case Postale 156, 1215 Geneva 15, Switzerland

Fiduciary International Ireland Limited	Deloitte & Touche House 29 Earlsfort Terrace, Dublin 2, Ireland
FTCI (Cayman) Ltd.	P.O. Box 694, Grand Cayman Cayman Islands
Fiduciary Trust International Investment Management, Inc.	Kishimoto Bldg. 504, 2-2-1, Marunouchi Chiyoda-ku, Tokyo, Japan 100-0005
Fiduciary Trust International Asia Limited	Two Pacific Place, Suite 1903 88 Queensway, Hong Kong
Fiduciary Trust International Australia Limited	Level 43 Nauru House, 80 Collins Street Melbourne, Australia
Fiduciary Trust International Limited	2 nd Floor, Times Place 45 Pall Mall, London, England SW1Y 5JG
Franklin Templeton Asset Strategies, LLC	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091

1 Names and addresses of all registered holders of relevant interests named in this form:

Name	Address
National Australia Bank Ltd.	271 Collins Street, Melbourne, Victoria
Chase Manhattan Bank Australia Ltd.	82 Pitt Street, New South Wales
Citicorp Nominees Pty Ltd.	Melbourne
Westpac Banking Corp.	50 Pitt Street, Sydney, Australia

2 Names and addresses of all persons entitled to be registered as holders and named in this form:

Name	Address
SEPARATE ACCOUNTS	
Ford Foundation	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Pharmacia & Upjohn R Plan	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Illinois State Board	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
AA Pilot Variable Plan	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
AA Fixed Benefit (Equity)	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
The BOC Group Rmtt Intl.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
A Adv Intl Equity Fund	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Advantus Intl Balanced	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Met Life Separate 158	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Advantus Series Fund, Inc.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
State Board Administration Fla	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Syracuse University	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091

Catholic Health Operating	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Catholic Health Retirement	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
First Initiatives Insur	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
International Val Trust	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Affinity Health System	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Baker Hughes Master Trust	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Monsanto Pension Plan	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Transamerica Temp Foreign	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
SunAmerica Series	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Security Equity F - Intl	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
SBL Fund Series I	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
City of Hartford M E R F	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
AXP Partners Int'l S C F	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
City of Jacksonville G E	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
University of Illinois	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
MUTUAL FUNDS	
T Global Smaller Co. Fund	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
FTIF T Smaller Cos Fund	Exchange Tower, 19 Canning Street Edinburgh, Scotland EH3 8EG
Temp Int Smaller Co Fund	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
FTIT T Fgn Small Co Fund	One Franklin Parkway San Mateo, CA 94403-1906
TIFI - Foreign Smaller Co.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091

This is the annexure of 5 pages marked Annexure A signed by me and dated *13 November, 2002*.



LAURA R. SEIDMAN, ASSISTANT SECRETARY

ANNEXURE B
DETAILS OF ENTITLEMENTS AND RELEVANT INTERESTS

1. Holder of Relevant Interest	2. Nature of Relevant Interest	3. Class & Number of Shares (Ords)	4. Date of Acquisition	5. Consideration
Templeton Investment Counsel, LLC	Acquisition	3,350	2-08-02	4.4810
"	"	3,350	5-08-02	4.4291
"	Disposal	(7,000)	5-09-02	4.8300
"	"	(686,000)	6-09-02	4.6883
"	Acquisition	37,125	9-09-02	4.7492
"	Disposal	(168,448)	9-09-02	4.6947
"	"	(100,000)	10-09-02	4.6010
"	"	(67,000)	11-09-02	4.6832
"	"	(430,000)	12-09-02	4.6676
"	"	(403,186)	13-09-02	4.6701
"	"	(1,490)	16-09-02	4.6894
"	"	(442,502)	16-09-02	4.7011
"	"	(240,000)	17-09-02	4.7796
"	"	(220,301)	18-09-02	4.7300
"	"	(50,000)	19-09-02	4.7150
"	"	(100,000)	20-09-02	4.7257
"	"	(150,611)	23-09-02	4.5568
"	"	(111,411)	24-09-02	4.4542
"	"	(270,000)	25-09-02	4.4000
"	Acquisition	69,338	27-09-02	4.3500
"	"	31,850	30-09-02	4.4369
"	Disposal	(324,675)	01-10-02	4.5863
"	"	(150,000)	02-10-02	4.5385
"	Acquisition	24,450	02-10-02	4.5631
"	Disposal	(300,000)	03-10-02	4.5323
"	"	24,450	03-10-02	4.5406
"	Disposal	(53,529)	07-10-02	4.4369
"	Acquisition	117,623	08-10-02	4.5200
"	"	158,782	09-10-02	4.4822
"	"	159,565	10-10-02	4.4500
"	"	71,714	11-10-02	4.5469
"	Disposal	(200,000)	14-10-02	4.6363
"	"	(13,573)	15-10-02	4.6500
"	Acquisition	21,461	15-10-02	4.5500
"	"	203,777	16-10-02	4.5935
"	"	500,000	17-10-02	4.6500
"	"	400,000	18-10-02	4.6550
"	"	127,798	21-10-02	4.5881
"	"	510,612	22-10-02	4.6476
"	Disposal	(382,463)	22-10-02	4.6550
"	CSA	219,500	22-10-02	-
"	Acquisition	55,643	24-10-02	4.5607
"	"	600	25-10-02	4.6400
"	"	118,280	28-10-02	4.7000
"	"	42,236	29-10-02	4.7800
"	"	248,250	30-10-02	4.7990
"	"	101,812	31-10-02	4.7954
"	"	200,000	01-11-02	4.8100
"	"	200,000	06-11-02	4.7200

"	"	114,999	07-11-02	4.7000
"	"	100,000	08-11-02	4.6820
"	"	80,000	11-11-02	4.5191
"	"	200,000	12-11-02	4.5985

6. Registered Holder of Shares	7. Class and Number of Shares
Westpac Banking Corp.	4,188,086 ordinary shares
National Australia Bank Ltd.	2,305,162 ordinary shares
Citicorp Nominees	173,869 ordinary shares
Chase Manhattan Bank Australia Ltd.	5,055,154 ordinary shares

8. Person entitled to be registered as holder	9. Class and Number of Shares (Ordinary shares)
SEPARATE ACCOUNTS	
Ford Foundation	817,349
Pharmacia & Upjohn R. Plan.	80,248
Illinois State Board	284,749
AA Pilot Variable Plan	262,250
AA Fixed Benefit (Equity)	262,250
The BOC Group Rmt. Int'l.	108,428
American Advantage International	387,194
Advantus Int'l. Balanced	91,000
Met Life Separate 158	134,000
Advantus Series Fund, Inc.	924,000
ST Board Administration FLA	443,203
Syracuse University	194,000
Catholic Health Operating	607,790
Catholic Health Retirement	341,420
First Initiatives Insurance	84,035
International Value Trust	820,000
Affinity Health System	29,795
Baker Hughes Master Trust	203,000
Monsanto Pension Plan	64,280
Transamerica Temp. Foreign	29,760
SunAmerica Series	8,850
Security Equity F - Int'l.	10,585
SBL Fund Series I	25,050
City of Hartford MERF	173,869
AXP Partners Int'l. SCF	33,157
City of Jacksonville GE	219,500
University of Illinois E	57,150
MUTUAL FUNDS	
T Global Smaller Co. Fund	3,604,359
FTIF T Smaller Cos Fund	562,045
Temp Int Smaller Co Fund	216,890
FTIT T Fgn Small Co Fund	629,510
TIFI - Foreign Smaller Co.	12,555

NOTES**1. Nature of Relevant Interest:**

- Except as provided below, the relevant interest of each of FRI and the bodies corporate referred to in paragraph 1 of Annexure A was acquired by virtue of an associate of, or related body corporate each of FRI and the bodies corporate referred to in paragraph 1 of Annexure A, acquiring a relevant interest in voting shares of the company.
- The nature of the relevant interest acquired by the bodies corporate referred to in item 1 of Annexure B in relation to the voting shares referred to in item 3 of Annexure B arose by virtue of those companies having the right to dispose of the shares in the company as a result of the Investment Management Agreements set out below:

Investment Management Agreement between Templeton Investment Counsel, LLC, and Ford Foundation

Investment Management Agreement between Templeton Investment Counsel, LLC, and T.Global Smaller Co. Fund.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Pharmacia & Upjohn R Plan.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Illinois State Board.

Investment Management Agreement between Templeton Investment Counsel, LLC, and AA Pilot Variable Plan.

Investment Management Agreement between Templeton Investment Counsel, LLC, and AA Fixed Benefit (Equity).

Investment Management Agreement between Templeton Investment Counsel, LLC, and The BOC Group Retirement Intl.

Investment Management Agreement between Franklin Templeton Investment Management Limited, and FTIF Templeton Smaller Companies Fund.

Investment Management Agreement between Templeton Investment Counsel, LLC, and A AADV Intl Equity Fund.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Advantus Int'l. Balanced.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Met Life Separate 158.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Advantus Series Fund, Inc.

Investment Management Agreement between Templeton Investment Counsel, LLC, and St. Brd Administration Fla.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Syracuse University.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Catholic Health Operating.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Catholic Health Retirement.

Investment Management Agreement between Templeton Investment Counsel, LLC, and First Initiatives Insurance.

Investment Management Agreement between Templeton Investment Counsel, LLC and International Val Trust.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Affinity Health System.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Baker Hughes Master Trust.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Templeton International Smaller Co. Fund.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Monsanto Pension Plan.

Investment Management Agreement between Franklin Advisers, Inc., and FTIT Templeton Foreign Smaller Companies Fund.

Investment Management Agreement between Templeton Investment Counsel, LLC, and Transamerica Temp Foreign.

Investment Management Agreement between Templeton Investment Counsel, LLC, and SunAmerica Series TR-FVP.

Investment Management Agreement between Templeton Investment Counsel, LLC, and TIFI – Foreign Smaller Co..

Investment Management Agreement between Templeton Investment Counsel, LLC, and Security Equity F – Int'l.

Investment Management Agreement between Templeton Investment Counsel, LLC, and SBL Fund Series I.

Investment Management Agreement between Templeton Investment Counsel, LLC, and City of Hartford MERF.

Investment Management Agreement between Templeton Investment Counsel, LLC, and AXP Partners Int'l. SCF

Investment Management Agreement between Templeton Investment Counsel, LLC, and City of Jacksonville GE.

Investment Management Agreement between Templeton Investment Counsel, LLC, and University of Illinois.

- Particulars of any relevant agreement or other circumstances by which the relevant interest was acquired: the interests were acquired in the ordinary course of business on the stock market of a stock exchange in accordance with the rules of the stock exchange and containing no terms or conditions other than the standard terms or conditions.
- Particulars of 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 shares to which the relevant interests relates: not applicable.

2. **Consideration**

Details of any and all benefits other than money, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition: not applicable.

This is the annexure of 4 pages marked Annexure B referred to in the Form 603 - Initial Substantial Shareholder Notice signed by me and dated 13 November, 2002.



LAURA R. SEIDMAN, ASSISTANT SECRETARY