

facsimile

Date : 15 July 2011

Facsimile : 1300 135 638

Attention: **Company Announcements Office**

Total pages : 6

Company : ASX

Re : Change in Substantial Interest

CC :

From : Scorpio Nominees Pty Ltd

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

FEET LIMITED

ACN/ARSN

008 665 834**1. Details of substantial holder(1)**

Name

SCORPIO NOMINALS PTY LTD AND ASSOCIATES

ACN/ARSN (if applicable)

008 801 821There was a change in the interests of the
substantial holder on13/07/2011

The previous notice was given to the company on

17/04/2009

The previous notice was dated

17/04/2009**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)
<u>ORDINARY</u>	<u>78,776,242</u>	<u>28.04%</u>	<u>83,671,826</u>	<u>26.31%</u>

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
	<u>REFER TO ANNEXURE A</u>				

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
	<u>REFER TO ANNEXURE B</u>				

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 (3) 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
G-T (WA) PTY LTD 112 399 890	Common shareholders and directors

6. Addresses

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

Name	Address
REFER TO ANNEXURE C	

Signature

print name Tony Lawson capacity DIRECTOR
 sign here [Signature] date 15/7/2001

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 members and trustees 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 600 and 671(7) of the Corporations Act 2001.
- (4) Two 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 acquisition, 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.

SCORPIO NOMINEES PTY LIMITED & ASSOCIATES

Date of Change	Person whose relevant Interest changed	Nature of change	Consideration given in relation to change	Class of securities affected	Number of securities affected	Person's votes affected
13/07/2011	Scorpio Nominees Pty Ltd <Gwenton Trust>	Share acquisition	\$15,000	Ordinary shares	10,638	10,638
15/10/2010	Scorpio Nominees Pty Ltd <Gwenton Trust>	Share acquisition	\$1,837,852	Ordinary shares	1,009,809	1,009,809
16/04/2010	Scorpio Nominees Pty Ltd <Gwenton Trust>	Share acquisition	\$1,605,480	Ordinary shares	704,158	704,158
8/10/2009	Scorpio Nominees Pty Ltd <Gwenton Trust>	Share acquisition	\$1,570,001	Ordinary shares	887,006	887,006
13/07/2011	Anthony Wayne Lennon	Share acquisition	\$15,000	Ordinary shares	10,638	10,638
20/04/2011	Anthony Wayne Lennon	Share acquisition	\$595	Ordinary shares	334	334
15/10/2010	Anthony Wayne Lennon	Share acquisition	\$652	Ordinary shares	358	358
16/04/2010	Anthony Wayne Lennon	Share acquisition	\$570	Ordinary shares	250	250
8/10/2009	Anthony Wayne Lennon	Share acquisition	\$558	Ordinary shares	315	315
7/05/2009	Anthony Wayne Lennon	Share acquisition	\$3,831	Ordinary shares	3,483	3,483
13/07/2011	Gwenyth Lennon	Share acquisition	\$164,995	Ordinary shares	117,018	117,018
20/04/2011	Gwenyth Lennon	Share acquisition	\$7,962	Ordinary shares	4,473	4,473
15/10/2010	Gwenyth Lennon	Share acquisition	\$64,765	Ordinary shares	35,585	35,585
16/04/2010	Gwenyth Lennon	Share acquisition	\$74,440	Ordinary shares	32,649	32,649
8/10/2009	Gwenyth Lennon	Share acquisition	\$72,805	Ordinary shares	41,133	41,133
27/05/2009	Gwenyth Lennon	Share acquisition	\$120,181	Ordinary shares	40,000	40,000
7/05/2009	Gwenyth Lennon	Share acquisition	\$1,738,003	Ordinary shares	1,580,003	1,580,003
13/07/2011	Rebecca Lennon and Anthony Wayne Lennon	Share acquisition	\$15,000	Ordinary shares	10,638	10,638
20/04/2011	Rebecca Lennon and Anthony Wayne Lennon	Share acquisition	\$1,467	Ordinary shares	824	824
15/10/2010	Rebecca Lennon and Anthony Wayne Lennon	Share acquisition	\$1,611	Ordinary shares	885	885
16/04/2010	Rebecca Lennon and Anthony Wayne Lennon	Share acquisition	\$1,407	Ordinary shares	617	617
8/10/2009	Rebecca Lennon and Anthony Wayne Lennon	Share acquisition	\$1,375	Ordinary shares	777	777
7/05/2009	Rebecca Lennon and Anthony Wayne Lennon	Share acquisition	\$9,458	Ordinary shares	8,598	8,598
13/07/2011	G & T (WA) Pty Ltd	Share acquisition	\$557,507	Ordinary shares	395,395	395,395

THIS IS ANNEXURE B OF 1 PAGE REFERRED TO IN FORM 604

SCORPIO NOMINEES PTY LIMITED & ASSOCIATES

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class of securities	Number of securities	Person's votes
Scorpio Nominees Pty Ltd	Scorpio Nominees Pty Ltd		Registered holder	Ordinary shares	81,111,611	81,111,611
Scorpio Nominees Pty Ltd	Gwenyth Lennon		Registered holder	Ordinary shares	2,090,861	2,090,861
Scorpio Nominees Pty Ltd	Rebecca Lennon and Anthony Wayne Lennon		Registered holder	Ordinary shares	48,133	48,133
Scorpio Nominees Pty Ltd	Anthony Wayne Lennon		Registered holder	Ordinary shares	25,826	25,826
Scorpio Nominees Pty Ltd	G & T (WA) Pty Ltd		Registered holder	Ordinary shares	395,395	395,395

THIS IS ANNEXURE C OF 1 PAGE REFERRED TO IN FORM 604

SCORPIO NOMINEES PTY LIMITED & ASSOCIATES

Name	Address
Scorpio Nominees Pty Ltd	7 Southport Street WEST LEEDERVILLE WA 6007
Gwenyth Lennon	7 Southport Street WEST LEEDERVILLE WA 6007
Rebecca Lennon and Anthony Wayne Lennon	7 Southport Street WEST LEEDERVILLE WA 6007
Anthony Wayne Lennon	30 The Esplanade PEPPERMINT GROVE WA 6011
G & T (WA) Pty Ltd	7 Southport Street WEST LEEDERVILLE WA 6007