

Form 604Corporations Act 2001
Section 571B**Notice of change of interests of substantial holder**To: Company Name/Scheme **HOMELOANS LIMITED**ACN/ARSN **095 034 003****1. Details of substantial holder(1)**Name **Timothy Alastair Holmes**

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on**11/05/07**

The previous notice was given to the company on

27/02/07

The previous notice was dated

27/02/07**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)
Fully paid	12,434,781	18.09%	12,434,781	12.36%
ordinary shares				

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
11/05/07	TA Holmes	The Company		12,434,781	5.73%
		has issued additional		Ordinary	
		ordinary shares		shares	

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 (9)	Class and number of securities	Person's votes
TA Holmes	Refer Annexure	same	shares held by	12,434,781	12.36%
	A Attached		spouse, children, ordinary		
			family trust & superfund	shares	

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
-	

6. Addresses

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

Name	Address
Timothy Alastair Holmes	6 Graham Court Cottesloe WA 6011

Signature

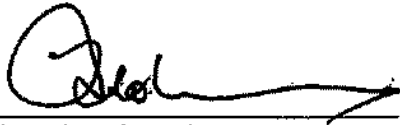
print name Timothy Alastair Holmes v capacity Substantial Holder
 sign here  date 14/05/07

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 6 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.

THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN FORM 604
SIGNED BY ME AND DATED 14/05/07



Timothy Alastair Holmes

4. Present relevant interests

Persons entitled to be registered as holders

Timothy Alastair Holmes
Tico Pty Ltd as Trustee for the TA Holmes
Family Trust
Tico Pty Ltd as Trustee for the TA Holmes
Superannuation Fund
Carol Mary Holmes (wife)
Joanna Mary Holmes (daughter)
Lucy Caroline Holmes (daughter)
Tiffany Eliza Farrar Holmes (daughter)

Number of shares held

423,211 ordinary shares
7,845,413 ordinary shares
4,035,993 ordinary shares
55,164 ordinary shares
25,000 ordinary shares
25,000 ordinary shares
25,000 ordinary shares

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme **Homeloans Limited**ACN/ARSN **095 034 003****1. Details of substantial holder(1)**Name **Robert Peter Cockburn Salmon**

ACN/ARSN (if applicable)

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

11/05/07

The previous notice was given to the company on

27/02/07

The previous notice was dated

27/02/07**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)
Fully paid ordinary shares	12,114,186	17.63%	12,114,186	12.04%

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
11/05/07	R.P.C.	The Company has	-	12,114,186	5.59%
	Salmon	issued additional		Ordinary	
		ordinary shares		shares	

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
Robert Peter Cockburn Salmon	Refer Annexure A Attached	Same	shares held by family trust & superfund	12,114,186 ordinary	12.04%

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:

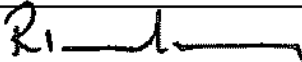
Name and ACN/ARSN (if applicable)	Nature of association
-	

6. Addresses

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

Name	Address
Robert Peter Cockburn Salmon	53 Watkins Road, Dalkeith WA 6009
Salmon	

Signature


print name Robert Peter Cockburn Salmon capacity Substantial Holder
 sign here  date 14/05/07

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 6 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.

THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN FORM 604
SIGNED BY ME AND DATED 14/05/07



Robert Peter Cockburn Salmon

4. Present relevant interests

Persons entitled to be registered as holders
Robert Peter Cockburn Salmon
Peterlyn Pty Ltd as Trustee for the Salmon
Family Trust
Peterlyn Pty Ltd as Trustee for the RPC
Salmon Superannuation Fund

Number of shares held
366,211 ordinary shares
7,691,151 ordinary shares
4,056,824 ordinary shares