

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme BENTLEY CAPITAL LTDACN/ARSN 008 108 218**1. Details of substantial holder (1)**Name ROCHESTER NO. 39 PTY LTDACN/ARSN (if applicable) 064 756 047The holder became a substantial holder on 13,3,2009**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	Person's votes (5)	Voting power (6)
Fully Paid Ordinary	8,008,123	8,008,123	11.187%

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	Nature of relevant interest (7)	Class and number of securities
Annexure A.		

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
Annexure B			

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	
Annexure C				

6. Associates

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

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

7. Addresses

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

Name	Address
Annexure D	

Signature

print name

MICHAEL LEWIS

capacity

Secretary

sign here

date

18 / 3 / 09

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Bentley Capital Ltd ACN: 008 108 218
Substantial Holder: Rochester No. 39 Pty Ltd ACN: 064 756 047

Annexure A

This is the Annexure A of 1 page referred to in form 603, Notice of Initial Substantial Holder

3. Details of relevant interest

<u>Holder of relevant interest</u>	<u>Nature of relevant interest</u>	<u>Class & Number of Securities</u>
Rochester No 39 Pty Ltd	Legal, beneficial and registered holder of shares	6,738,228 ORD
Barbridge Trusts Pty Ltd ATF Peter Simpson Family Trust	Legal, beneficial and registered holder of shares	795,560 ORD
Penson Holdings Pty Ltd	Legal, beneficial and registered holder of shares	258,426 ORD
Penson Management Pty Ltd ATF Nikanko Trust	Legal, beneficial and registered holder of shares	26,609 ORD
Peter and Carolynne Simpson ATF Simpson Family Superannuation Fund	Legal, beneficial and registered holder of shares	189,300 ORD



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Michael Terence Lewis
Secretary

Date: 18 / 3 / 2009

Bentley Capital Ltd ACN: 008 108 218
Substantial Holder: Rochester No. 39 Pty Ltd ACN: 064 756 047

Annexure B

This is the Annexure B of 1 page referred to in form 603, Notice of Initial Substantial Holder

4. Details of present registered holders

<u>Holder of relevant interest</u>	<u>Registered holder of securities</u>	<u>Person entitled to be registered as holder (8)</u>	<u>Class & Number of Securities</u>
Rochester No 39 Pty Ltd	Rochester No 39 Pty Ltd	Rochester No 39 Pty Ltd	6,738,228 ORD
Barbridge Trusts Pty Ltd ATF Peter Simpson Family Trust	Barbridge Trusts Pty Ltd ATF Peter Simpson Family Trust	Barbridge Trusts Pty Ltd ATF Peter Simpson Family Trust	795,560 ORD
Penson Holdings Pty Ltd	Penson Holdings Pty Ltd	Penson Holdings Pty Ltd	258,426 ORD
Penson Management Pty Ltd ATF Nikanko Trust	Penson Management Pty Ltd ATF Nikanko Trust	Penson Management Pty Ltd ATF Nikanko Trust	26,609 ORD
Peter and Carolynne Simpson ATF Simpson Family Superannuation Fund	Peter and Carolynne Simpson ATF Simpson Family Superannuation Fund	Peter and Carolynne Simpson ATF Simpson Family Superannuation Fund	189,300 ORD



 Michael Terence Lewis
 Secretary

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Bentley Capital Ltd ACN: 008 108 218
Substantial Holder: Rochester No. 39 Pty Ltd ACN: 064 756 047

Annexure C

This is the Annexure C of 1 page referred to in form 603, Notice of Initial Substantial Holder

5. Consideration

<u>Holder of relevant interest</u>	<u>Date of acquisition</u>	<u>Consideration</u>		<u>Class & Number of Securities</u>
		Cash	Non-Cash	
Rochester Pty Ltd	13/03/2009		(SCB Merger)	5,742,607
Peter & Carolynne Simpson	13/03/2009		(SCB Merger)	189,300
Barbridge Trust ATF Peter Simpson Family Trust	13/03/2009		(SCB Merger)	293,960


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Annexure D

This is the Annexure D of 1 page referred to in form 603, Notice of Initial Substantial Holder

7. Addresses

<u>Name</u>	<u>Address</u>
Rochester No 39 Pty Ltd	Level 1, 187 Wakefield Street, Adelaide SA 5000
Barbridge Trusts Pty Ltd ATF Peter Simpson Family Trust	Level 1, 187 Wakefield Street, Adelaide SA 5000
Penson Holdings Pty Ltd	Level 1, 187 Wakefield Street, Adelaide SA 5000
Penson Management Pty Ltd ATF Nikanko Trust	Level 1, 187 Wakefield Street, Adelaide SA 5000
Peter and Carolynne Simpson ATF Simpson Family Superannuation Fund	Level 1, 187 Wakefield Street, Adelaide SA 5000


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Michael Terence Lewis
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