

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>Bentley Capital Limited (BEL)</b>
<b>ABN</b>	<b>87 008 108 218</b>

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Peter Penfold Simpson</b>
<b>Date of appointment</b>	<b>4 October 2007</b>
<b>Date of change</b>	<b>13 May 2009</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (f) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>Directly (Jointly) and Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
Registered holders:	
Rochester No 39 Pty Ltd	Peter Simpson is a Director
Penson Holdings Pty Ltd	Peter Simpson is a Director
Barbridge Trusts Pty Ltd	Peter Simpson is a Director and beneficiary
Penson (Management) Pty Ltd	Peter Simpson is a Director of the trustee company
Oddlot Shares & Securities Pty Ltd	Peter Simpson is a Director and Barbridge Trust Pty Ltd is the sole shareholder
<b>Date of change</b>	13 May 2009
<b>Class of Securities</b>	Fully Paid Ordinary Shares

Name of holders	Number of securities held prior to change	Date of change	Change in number of securities	Consideration	Number of securities held after change
ROCHESTER NO 39 PTY LTD	6,738,228	13-May-09	580,013	\$151,632.80	7,318,241
MR PETER PENFOLD SIMPSON & MRS CAROLYNNE DENISE SIMPSON <SIMPSON FAMILY SUPER A/C>	189,300	-	-	-	189,300
BARBRIDGE TRUST PTY LTD <PSFT A/C>	795,560	-	-	-	795,560
PENSON HOLDINGS PTY LTD	258,426	-	-	-	258,426
PENSON (MANAGEMENT) PTY LTD <NIKANKO A/C>	26,609	-	-	-	26,609
ODDLOT SHARES & SECURITIES PTY LTD	-	13 May 09	100,000	\$26,154.00	100,000
<b>TOTAL</b>	<b>8,008,123</b>		<b>680,013</b>		<b>8,688,136</b>

**Nature of change**

Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back

On-Market Trade

**Part 2 – Change of director's interests in contracts**

Note: in the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	None
<b>Nature of interest</b>	None
<b>Name of registered holder (if issued securities)</b>	None
<b>No. and class of securities to which interest relates</b>	None



18 May 2009

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**Peter Simpson**