

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: Graincorp Limited
ACN: 057 186 035
ASX Code: GNC

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: ACN 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 15/06/2011
The previous notice was given to the company on: 29/12/2010
The previous notice was dated: 23/12/2010

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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	16,069,987	8.103%	14,038,106	7.079%

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	Person	Nature	Consideration	Class & number (ord)	Person's votes
24/12/2010	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$806,876.19	121,364	121,364
29/12/2010	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$56,451.35	8,592	8,592

12/01/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$51,406.10	6,885	6,885
14/01/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$184.97	24	24
17/01/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$3,907.38	513	513
25/01/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$1,704,597.85	244,644	244,644
1/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$1,288,910.56	-170,304	-170,304
2/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$273,078.13	-35,909	-35,909
3/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$1,693,120.34	-220,914	-220,914
9/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$369.27	-48	-48
10/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$779.98	102	102
14/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$6,229.30	-810	-810
15/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$274,098.67	35,597	35,597
16/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$117,523.90	-15,350	-15,350
17/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$504,347.80	65,525	65,525
24/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$1,217,688.28	-161,763	-161,763
25/02/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$825,956.09	-111,812	-111,812
1/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$1,115,799.57	-149,144	-149,144
2/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$222,927.08	-29,799	-29,799
8/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$228,344.73	-30,751	-30,751
9/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$210,757.27	28,033	28,033
10/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$18,353.58	-2,469	-2,469
11/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$1,198.86	161	161
16/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$651,623.94	89,386	89,386
17/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$184,729.82	-25,659	-25,659
18/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$1,234.15	168	168
29/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$505,939.50	-67,321	-67,321
30/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$112,500.40	-14,553	-14,553
31/03/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$4,889.94	642	642
1/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$466,883.42	-60,788	-60,788

4/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$1,862,871.48	-242,545	-242,545
5/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$1,451,603.21	-189,673	-189,673
6/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$696,970.69	-91,874	-91,874
7/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$45,503.28	-5,975	-5,975
8/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$129,870.99	-16,840	-16,840
11/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$618.15	80	80
12/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$44,501.20	-5,874	-5,874
18/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$183,532.73	-23,159	-23,159
20/04/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$384,581.13	48,573	48,573
3/05/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$56,288.96	7,117	7,117
4/05/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$452,948.16	-57,127	-57,127
10/05/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$1,231,618.64	-155,704	-155,704
11/05/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$4,377.60	-545	-545
13/05/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$599.44	76	76
19/05/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$3,750.94	-459	-459
20/05/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$4,604.31	570	570
27/05/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$637.42	77	77
1/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$72,973.23	-8,830	-8,830
2/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$2,104.52	253	253
3/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$5,134.68	-620	-620
7/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$7,740.10	935	935
8/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$66,456.97	-8,009	-8,009
9/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$69,523.27	-8,342	-8,342
10/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$2,113,019.89	-255,125	-255,125
14/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$1,862,319.91	-224,945	-224,945
15/06/2011	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$2,476,533.82	-298,158	-298,158

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	Northern Trust		Investment Manager	956,901	956,901
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	6,949,867	6,949,867
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	2,776,006	2,776,006
Perennial Investment Partners Limited (ACN 087 901 620)	JB WERE		Investment Manager	73,998	73,998
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	2,063,460	2,063,460
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	1,217,874	1,217,874

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000

Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000
Graincorp Limited	Level 26, 175 Liverpool St Sydney, NSW 2000