

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **ING Real Estate Community Living Group (ASX:ILF)**ACN/ARSN **ARSN 107 459 576 / ARSN 122 928 410****1. Details of substantial holder (1)**Name **Mercantile Investment Company Ltd (ASX:MVT)**ACN/ARSN (if applicable) **ACN 121 415 576**The holder became a substantial holder on **7/2/2012****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)
Ordinary units	22,925,000	22,925,000	5.2%

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
Mercantile Investment Company Ltd	registered holder	22,925,000 ordinary units

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
Mercantile Investment Company Ltd	Mercantile Investment Company Ltd	Mercantile Investment Company Ltd	22,925,000

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	
refer appendix A				

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
Not applicable	

7. Addresses

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

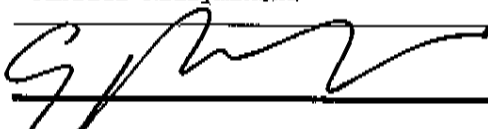
Name	Address
Mercantile Investment Company Ltd	Level 11, 139 Macquarie Street, Sydney NSW 2000

Signature

print name **Gabriel Radzyminski**

capacity **Director**

sign here



date **9/2/2012**

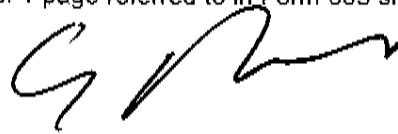
DIRECTIONS

- (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.

Annexure A

This is Annexure A of 1 page referred to in Form 603 signed by me dated 9 February 2012



	Date	Qty	Total Consideration \$
Buy	19-Dec-11	500,000	72,899
Buy	20-Dec-11	2,241,151	326,547
Buy	22-Dec-11	179,875	26,225
Buy	23-Dec-11	83,500	12,174
Buy	21-Dec-11	99,651	14,529
Off- market buy	Per Siblow Agreement	11,000,000	1,765,500
Buy	10-Jan-12	496,935	74,950
Buy	11-Jan-12	103,065	15,545
Buy	12-Jan-12	100,000	15,083
Buy	16-Jan-12	195,823	29,535
Buy	23-Jan-12	400,000	72,396
Buy	24-Jan-12	47,396	8,578
Buy	25-Jan-12	531,293	96,159
Buy	27-Jan-12	471,227	85,287
Buy	30-Jan-12	350,084	63,362
Buy	31-Jan-12	200,000	36,198
Buy	03-Feb-12	1,937,736	350,711
Buy	03-Feb-12	3,062,264	553,941
Buy	07-Feb-12	878,724	158,915
Buy	07-Feb-12	46,276	8,423