

11 October 2012

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street

SYDNEY NSW 2000

By electronic lodgement

Sydney

Level 15, 255 Pitt Street
Sydney NSW 2000 Australia
GPO Box 3698
Sydney NSW 2001
www.challenger.com.au

Telephone 02 9994 7000
Facsimile 02 9994 7777

Dear Sir

Re: Notice of change of interests of substantial holder ~ Austbrokers Holdings Limited (AUB)

We enclose notice of change of interests of substantial holder in Austbrokers Holdings Limited. This notice is given by Challenger Limited and each of its subsidiaries named in Annexure 1 to this notice.

Yours faithfully



Suzie Koeppenkastrop
Company Secretary

attach

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000 Facsimile 02 9994 7777
Brisbane Level 7, 320 Adelaide Street GPO Box 3234, Brisbane QLD 4001 Telephone 07 3136 5400 Facsimile 07 3136 5407
Perth Level 2, 168 St Georges Terrace, Perth WA 6000 Telephone 08 9261 7412 Facsimile 08 9321 5277
Adelaide Level 7, Suite 714, 147 Pirie Street Adelaide SA 5000 Telephone 08 7071 7042 Facsimile 08 8227 0395

Challenger Limited ABN 85 106 842 371 Challenger Group Services Pty Limited ABN 91 085 657 307
Challenger Life Company Limited ABN 44 072 486 938 AFSL 234670 Howard Commercial Lending Limited ABN 65 000 033 143
Challenger Listed Investments Limited ABN 94 055 293 644 AFSL 236 887 CIF Investment Trust 1 ARSN 114 139 703
CIF Investment Trust 2 ARSN 114 139 632 Challenger Wine Trust ARSN 092 960 060 Challenger Diversified Property Trust 1 ARSN 121 484 606
Challenger Diversified Property Trust 2 ARSN 121 484 713 Challenger Management Services Limited ABN 29 092 382 842 AFSL 234 678
Challenger Retirement and Investment Services Limited ABN 80 115 534 453 AFSL295642 RSE Licence No. L0001304
Challenger Mortgage Management Pty Ltd ABN 72 087 271 109 Challenger Securitisation Management Pty Ltd ABN 56 100 346 898 AFSL 244593

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company name/Scheme **Austbrokers Holdings Limited**
ACN/ARSN **000 000 715**

1. Details of substantial holder (1)

Name **Challenger Limited (and the entities listed in Annexure 1)**
ACN/ARSN (if applicable) **106 842 371**

There was a change in the interests of the substantial holder on **09.10.2012**
The previous notice was given to the company on **27.08.2012**
The previous notice was dated **27.08.2012**

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)
Ordinary Fully Paid	4,455,965	7.96%	3,894,915	6.95%

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
Refer Annexure 2	Challenger Limited And each other entity named in Annexure 1	Refer Annexure 2	Refer Annexure 2	Refer Annexure 2	Refer Annexure 2

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	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Challenger Limited And each other entity named in Annexure 1	National Custodian Services	National Custodian Services	The relevant interest arises by Challenger Limited and the entities listed in Annexure 1	1,123,999 (ordinary fully paid)	1,123,999
As Above	State Street Australia Ltd	State Street Australia Ltd	The relevant interest arises by Challenger Limited and the entities listed in Annexure 1	823,124 (ordinary fully paid)	823,124
As Above	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	The relevant interest arises by Challenger Limited and the entities listed in Annexure 1	1,947,792 (ordinary fully paid)	1,947,792

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
N/A	N/A

6. Addresses

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

Name	Address
Challenger Limited And each other entity named in Annexure 1	Level 15, 255 Pitt Street, Sydney NSW 2000

Signatureprint name **Suzie Koeppenkastrop** capacity Company Secretarydate **11/10/2012**

Annexure 1

This is page 1 of 4 pages of Annexure 1 referred to in Form 604 signed by me and dated 11/10/2012

Suzie Koeppenkastrup

Suzie Koeppenkastrup
Company Secretary

Company/Scheme	ABN/ARSN
Challenger Limited	85 106 842 371
Allfine Holdings Pty Ltd	84 100 231 918
Bluezen Pty Ltd	94 100 220 175
CDPG Australia Pty Limited	124 498 095
Cescade Pty Limited	76 096 097 399
CFSG Holdings No. 2 Victoria Pty Limited	107 601 605
Challenger Direct Pty Ltd	52 006 475 501
Challenger Diversified Property Development Pty Limited	121 624 833
Challenger Financial Services Limited	38 087 464 131
Challenger FM 2 Holdings Pty Limited	85 080 036 657
Challenger FM Nominees Pty Limited	130 035 353
Challenger Funds Management Holdings Pty Limited	107 728 030
Challenger Group Holdings Limited	50 002 993 302
Challenger Group Pty Ltd	85 003 374 196
Challenger Group Services Pty Ltd	91 085 657 307
Challenger Home Loan Corporation Pty Limited	058 891 302
Challenger Inventory Finance Servicing Pty Limited	36 107 706 810
Challenger LBC Terminals Australia Pty Limited	125 211 770
Challenger Life Company Holdings Pty Ltd	60 006 381 193
Challenger Life Company Limited	44 072 486 938
Challenger Life Nominees No.2 Limited	34 078 627 013
Challenger Life Nominees No.3 Pty Limited	151 482 147
Challenger Life Nominees Pty Ltd	39 091 336 793
Challenger Life Subsidiary Holdings Ltd	38 099 742 122
Challenger Listed Investments Limited	94 055 293 644
Challenger Managed Investments (International) Pty Ltd	120 871 212
Challenger Management Services Limited	29 092 382 842
Challenger Margin Lending Pty Limited	47 091 338 822
Challenger Mortgage Management Pty Limited	72 087 271 109
Challenger Non-Conforming Finance Pty Ltd	107 725 486
Challenger Originator Finance Pty Ltd	095 085 466
Challenger Property Asset Management Pty Ltd	90 077 569 021
Challenger Retirement and Investment Services Limited	115 534 453
Challenger Securitisation Management Pty Limited	56 100 346 898
Challenger Skybridge (Fund) Holding Company Pty Ltd	130 888 292
Challenger Skybridge (Group) Holding Company Pty Ltd	130 888 327
Challenger Skybridge (Hastings) Holding Company Pty Ltd	130 888 274
Challenger Special Servicing Pty Ltd	77 107 707 415
Challenger Treasury Limited	47 093 307 996
Challenger Wind Holdings Pty Limited	151 496 061
Challenger Wholesale Finance Holdings Pty Limited	087 284 240
CPHIC Investments Pty Ltd	95 093 340 526
CSPP1 Broadbeach Pty Ltd	122 460 977

Annexure 1

This is page 2 of 4 pages of Annexure 1 referred to in Form 604 signed by me and dated 11/10/2012

Suzie Koeppenkastrup

Suzie Koeppenkastrup
Company Secretary

Company/Scheme	ABN/ARSN
CSPP1 Investment Company 1 Pty Limited	120 463 023
CSPP1 Maitland Pty Ltd	122 460 968
CSPP1 Mavis Court Pty Ltd	122 461 983
EMIF Holdings Pty Ltd	130 565 169
Endowment Warrants Limited	45 009 568 503
Fidante Partners Alphinity Holdings Pty Ltd	140 716 016
Fidante Partners Ardea Holdings Pty Ltd	133 865 853
Fidante Partners Bentham Holdings Pty Ltd	140 715 573
Fidante Partners Five Oceans Holdings Pty Ltd	143 836 373
Fidante Partners Holdings Pty Limited	123 318 650
Fidante Partners Kapstream Holdings Pty Limited	123 319 460
Fidante Partners Kinetic Holdings Pty Limited	152 375 436
Fidante Partners Limited	94 002 835 592
Fidante Partners Merlon Holdings Pty Ltd	140 715 662
Fidante Partners Metisq Holdings Pty Ltd	143 376 961
Fidante Partners NovaPort Holdings Pty Ltd	140 715 797
Fidante Partners Services Limited	44 119 605 373
Fidante Partners Wavestone Holdings Pty Limited	133 626 276
GasValpo Finance Pty Ltd	003 376 529
Howard Commercial Lending Limited	65 000 033 143
Inexus Australian Holdings Company Limited	115 840 661
LANV Pty Ltd	147 224 502
Maitland Nominee Holdings Pty Limited	122 853 114
Mavis Court Development Co Pty Limited	124 112 956
Mawbury Pty Limited	95 096 097 479
Metisq Capital Holdings Pty Ltd	158 011 351
Metisq Capital Pty Ltd	104 642 613
MIR Nominee Holdings Pty Limited	154 029 259
Oaklands Hill Pty Ltd	149 814 559
Oaklands Hill Wind Farm Pty Ltd	126 595 935
Talavera Herring Pty Limited	34 086 068 984
The Liberty Group Consortium Pty Ltd	79 082 564 289
TLG Services Pty Limited	20 092 500 608
TLGH Pty Limited	85 092 927 467
TRE Data Centres Canberra Pty Ltd	141 881 227
Waterford County Pty Limited	122 853 089

Annexure 1

This is page 3 of 4 pages of Annexure 1 referred to in Form 604 signed by me and dated 11/10/2012



Suzie Koeppenkastrup
Company Secretary

Overseas Companies
Appia Europe Limited
Appia Finance 2 Limited
Appia Finance Limited
Appia Group Limited (Jersey)
Appia Investments Limited
CDPG Luxembourg Holdings SARL
CDPG Luxembourg II SARL
CDPG Luxembuorg SARL
CDPG Malta Limited
Challenger Connections Limited
Challenger Connections Mid Company Limited
Challenger DPG France II SAS
Challenger DPG France SAS
Challenger Group Services (UK) Limited
Challenger Harbourmasters Holdings Jersey Limited
Challenger Holding (Vagyonkezelő) KFT
Challenger Jersey I3 Limited
Challenger Jersey Management Limited
Challenger Jersey Trustee Limited
Challenger LBC Terminals Holding Company Limited
Challenger LBC Terminals Jersey Limited
Challenger LBC Terminals Limited
Challenger Life (UK) Limited
Challenger Luxembourg Holding No. 1A SARL
Challenger Luxembourg Holding No. 1B SARL
Challenger Luxembourg Holding No. 2 SARL
Challenger Management Services (UK) Limited
Challenger MBK Emerging Market Infrastructure Fund Pte. Ltd
Challenger MBK Fund Management Pte. Ltd
Challenger Northern Gas Ltd (Jersey)
Challenger SCR LLP Member Limited
Challenger SkyBridge Fund (LP) Limited
Challenger SkyBridge Fund (SLP) Limited
Challenger Southern Water Limited
Challenger Structured Credit Management Limited
Challenger Towers Ltd (Jersey)
Challenger UK Tank Storage Limited
Challenger UK Terminals Ltd
Challenger Wales and the West Gas Ltd (Jersey)
Challenger Welcome Break Limited

This is page 4 of 4 pages of Annexure 1 referred to in Form 604 signed by me and dated 11/10/2012



Suzie Koeppenkastrup
Company Secretary

Overseas Companies
Clashfern Investments (UK) Limited
CMS (UK) Pty Limited
GasValpo Jersey Holding Company Limited
Greensands Holdings Jersey Limited
GV Cayman Company Limited
GV Chile Holding Limitada
GV Chile Limitada
GV Jersey Trustee Company Limited
GV Jersey Trustee Company No. 2 Limited
Inexus Group Holdings
Inexus Group Limited
Interstar Home Loan Corporation NZ Limited (Foreign)
Kabushiki Kaisha C & K
Lazor
Mangro
Namroc
Oikos Limited
Oikos Storage Limited
Rozal
Rozalia Park
Sabrand Limited
SCI Aulnay Invest
SCI Gennevilliers Invest
Structured Credit Research LLP

Annexure 2

This is page 1 of 2 pages of Annexure 2 referred to in Form 604 signed by me and dated 11/10/2012

Suzanne Koeppenkastrop

Suzie Koeppenkastrop

Annexure 2 Document

Transactions:

Austbrokers Holdings Ltd (AUB)

As at 09/10/2012

Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of securities	Person's Votes Affected
30/08/2012	Challenger Limited (the entities listed in Annexure 1)	Sell	9151.73	-1161	-1161
30/08/2012	as above	Sell	362.60	-46	-46
30/08/2012	as above	Sell	18500.51	-2347	-2347
30/08/2012	as above	Sell	496.60	-63	-63
30/08/2012	as above	Sell	2522.43	-320	-320
30/08/2012	as above	Sell	34573.17	-4386	-4386
30/08/2012	as above	Sell	7795.91	-989	-989
31/08/2012	as above	Sell	2853.51	-362	-362
31/08/2012	as above	Sell	110.36	-14	-14
31/08/2012	as above	Sell	5770.07	-732	-732
31/08/2012	as above	Sell	157.65	-20	-20
31/08/2012	as above	Sell	788.26	-100	-100
31/08/2012	as above	Sell	10775.54	-1367	-1367
31/08/2012	as above	Sell	2427.84	-308	-308
03/09/2012	as above	Sell	890.73	-113	-113
03/09/2012	as above	Sell	31.53	-4	-4
03/09/2012	as above	Sell	1797.24	-228	-228
03/09/2012	as above	Sell	47.30	-6	-6
03/09/2012	as above	Sell	244.36	-31	-31
03/09/2012	as above	Sell	3365.87	-427	-427
03/09/2012	as above	Sell	756.73	-96	-96
03/09/2012	as above	Sell	7015.20	-888	-888
03/09/2012	as above	Sell	3507.60	-444	-444
04/09/2012	as above	Sell	9829.63	-1247	-1247
04/09/2012	as above	Sell	386.25	-49	-49
04/09/2012	as above	Sell	19872.09	-2521	-2521
04/09/2012	as above	Sell	536.02	-68	-68
04/09/2012	as above	Sell	2711.62	-344	-344
04/09/2012	as above	Sell	37119.26	-4709	-4709
04/09/2012	as above	Sell	8371.34	-1062	-1062
05/09/2012	as above	Sell	1857.85	-237	-237
05/09/2012	as above	Sell	70.56	-9	-9
05/09/2012	as above	Sell	3754.89	-479	-479
05/09/2012	as above	Sell	101.91	-13	-13
05/09/2012	as above	Sell	509.54	-65	-65
05/09/2012	as above	Sell	7015.92	-895	-895
05/09/2012	as above	Sell	1583.48	-202	-202
06/09/2012	as above	Sell	289.81	-37	-37
06/09/2012	as above	Sell	78.32	-10	-10
06/09/2012	as above	Sell	62.66	-8	-8
06/09/2012	as above	Sell	482030.19	-61935	-61935
06/09/2012	as above	Sell	127747.53	-16414	-16414
06/09/2012	as above	Sell	109130.99	-14022	-14022
10/09/2012	as above	Sell	227017.33	-28978	-28978
10/09/2012	as above	Sell	60166.09	-7680	-7680
10/09/2012	as above	Sell	51399.71	-6561	-6561
10/09/2012	as above	Sell	6830.43	-873	-873
10/09/2012	as above	Sell	2002.97	-256	-256
11/09/2012	as above	Sell	7401.93	-945	-945
11/09/2012	as above	Sell	1966.02	-251	-251
11/09/2012	as above	Sell	540.46	-69	-69
11/09/2012	as above	Sell	3963.37	-506	-506
11/09/2012	as above	Sell	109.66	-14	-14

11/09/2012	as above	Sell	1684.03	-215	-215
11/09/2012	as above	Sell	1439.64	-184	-184
11/09/2012	as above	Sell	422.50	-54	-54
12/09/2012	as above	Sell	267490.70	-34094	-34094
12/09/2012	as above	Sell	70932.81	-9041	-9041
12/09/2012	as above	Sell	19661.28	-2506	-2506
12/09/2012	as above	Sell	143152.32	-18246	-18246
12/09/2012	as above	Sell	3844.39	-490	-490
12/09/2012	as above	Sell	60678.50	-7734	-7734
12/09/2012	as above	Sell	81918.27	-10470	-10470
12/09/2012	as above	Sell	24004.32	-3068	-3068
13/09/2012	as above	Sell	16354.74	-2088	-2088
13/09/2012	as above	Sell	4339.33	-554	-554
13/09/2012	as above	Sell	1198.41	-153	-153
13/09/2012	as above	Sell	8749.16	-1117	-1117
13/09/2012	as above	Sell	234.98	-30	-30
13/09/2012	as above	Sell	3712.72	-474	-474
13/09/2012	as above	Sell	7005.71	-900	-900
13/09/2012	as above	Sell	2335.24	-300	-300
14/09/2012	as above	Sell	29317.90	-3743	-3743
14/09/2012	as above	Sell	7777.90	-993	-993
14/09/2012	as above	Sell	2154.00	-275	-275
14/09/2012	as above	Sell	15688.95	-2003	-2003
14/09/2012	as above	Sell	422.96	-54	-54
14/09/2012	as above	Sell	6649.99	-849	-849
17/09/2012	as above	Sell	37136.26	-4720	-4720
17/09/2012	as above	Sell	9850.56	-1252	-1252
17/09/2012	as above	Sell	2730.14	-347	-347
17/09/2012	as above	Sell	19874.20	-2526	-2526
17/09/2012	as above	Sell	535.01	-68	-68
17/09/2012	as above	Sell	8426.47	-1071	-1071
19/09/2012	as above	Sell	35431.58	-4552	-4552
19/09/2012	as above	Sell	9394.98	-1207	-1207
19/09/2012	as above	Sell	2607.55	-335	-335
19/09/2012	as above	Sell	18961.18	-2436	-2436
19/09/2012	as above	Sell	505.95	-65	-65
19/09/2012	as above	Sell	8032.82	-1032	-1032
20/09/2012	as above	Sell	77376.05	-9948	-9948
20/09/2012	as above	Sell	20510.72	-2637	-2637
20/09/2012	as above	Sell	5685.75	-731	-731
20/09/2012	as above	Sell	41402.56	-5323	-5323
20/09/2012	as above	Sell	1112.26	-143	-143
20/09/2012	as above	Sell	17547.28	-2256	-2256
21/09/2012	as above	Sell	28633.07	-3679	-3679
21/09/2012	as above	Sell	7619.40	-979	-979
21/09/2012	as above	Sell	2093.58	-269	-269
21/09/2012	as above	Sell	15363.33	-1974	-1974
21/09/2012	as above	Sell	404.71	-52	-52
21/09/2012	as above	Sell	6545.37	-841	-841
24/09/2012	as above	Sell	3891.42	-500	-500
24/09/2012	as above	Sell	1035.12	-133	-133
24/09/2012	as above	Sell	287.96	-37	-37
24/09/2012	as above	Sell	2093.58	-269	-269
24/09/2012	as above	Sell	54.48	-7	-7
24/09/2012	as above	Sell	887.24	-114	-114
25/09/2012	as above	Sell	560146.56	-71972	-71972
25/09/2012	as above	Sell	148465.45	-19076	-19076
25/09/2012	as above	Sell	600874.16	-77205	-77205
25/09/2012	as above	Sell	255767.47	-32863	-32863
26/09/2012	as above	Sell	14841.87	-1907	-1907
26/09/2012	as above	Sell	193643.43	-25000	-25000
08/10/2012	as above	Sell	60620.99	-7780	-7780
09/10/2012	as above	Sell	87072.91	-11198	-11198

-561,050