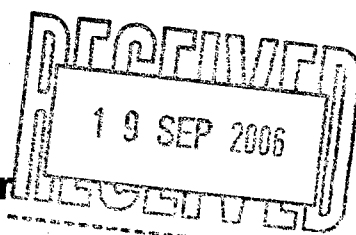


Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

Company Name/Scheme Bell IXL Investments Limited

ACN/ARSN 113 669 908

1. Details of substantial holder (1)

Name Biloclan Pty. Ltd. ("BPL")

ACN (if applicable) 006 042 904

together with the persons and/or companies referred to in paragraph 3 hereof.

The holder became a substantial holder on: 14/09/2006

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 shares	2,310,000	2,310,000	19.60%

At the date of this notice the company has 11,785,000 voting shares on issue each carrying one vote.

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
BPL	Entitled to be registered as the holder of 2,310,000 fully paid ordinary shares in its capacity as trustee of a discretionary trust.	2,310,000 fully paid ordinary shares
Albert Pagnin ("AP")	Section 608(3)(a) <i>Corporations Act 2001</i> as the voting power of AP in BPL exceeds 20%.	2,310,000 fully paid ordinary shares
Rose Pagnin ("RP")	Section 608(3)(a) <i>Corporations Act 2001</i> as the voting power of RP in BPL exceeds 20%.	2,310,000 fully paid ordinary shares

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
All the persons/companies referred to in paragraph 3	Bell IXL Investments No. 4 Pty. Limited (ACN 108 748 992) ("BI4")	BPL	2,310,000 fully paid ordinary shares

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 (\$)		Class and number of securities
		Cash	Non-cash	
BPL	14/09/2006	NIL	\$462,000.00	2,310,000 fully paid ordinary shares

6. Associates

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

Name and ACN (if applicable)	Nature of association
Not applicable.	Not applicable.

7. Addresses

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

Name	Address
BPL	Level 10, 600 St Kilda Road, Melbourne, Victoria 3004
AP and RP	4 Beavis Court, Templestowe, Victoria 3106
BI4	Level 2, 651-653 Doncaster Road, Doncaster, Victoria 3108

Signature

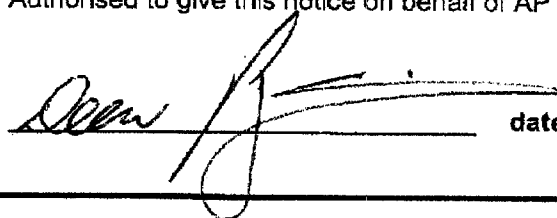
print name

Dean Pagnin

capacity

Company Secretary of BPL
Authorised to give this notice on behalf of AP and RP

sign here



date

19/09/2006

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) of the *Corporations Act 2001* 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 power 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.
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