Application for Quotation of Additional Securities

File Reference:

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Application for quotation of additional securities

Introduction

To ensure the efficient processing of this form by NSX, please:

- Adhere to the suggested number of the annexures required by this form.
- 2. Complete all statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

Manager, Admissions Stock Exchange of Newcastle Limited PO BOX 283 Newcastle NSW 2300

Phone: 61 2 4929 6377 Fax: 61 2 4929 1556 http://www.newsx.com.au

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New issue announcement, application for quotation of additional securities and agreement

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

Introduced 11 March 2004.

Nan	ne of entity	
Rat	toon Holdings Limited	
ABN	N/ACN	
16 (076 611 268	
We	(the entity) give NSX the following inf	ormation.
	art 1 - All issues must complete the relevant sections (atta	ch sheets if there is not enough space).
1	Class of securities issued or to be issued	Ordinary Shares
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	462,658,365
3	Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)	Fully Paid Ordinary Shares
4	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?	Yes
	If the additional securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	

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5 I	ssue	price	οг	consideration
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\$0.2694 per share

- 6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)
- A) 432,962,732 shares issued as consideration for the acquisition of 36,400,000 shares in Tattersall's Limited
- B) 29,695,620 shares issued to raise working capital
- 7 Dates of entering securities into uncertificated holdings or despatch of certificates

10 October, 2006

8 Number and class of all securities quoted on NSX (including the securities in clause 2 if applicable)

Number	Class
501,013,558	Ordinary Shares

9 Number and class of all securities not quoted on NSX (including the securities in clause 2 if applicable)

Number	Class
Nil	
'`"	

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No dividend policy has been established at this time.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the securities will be offered	N/A
14	Class of securities to which the offer relates	N/A
15	Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new issue documents	N/A
	Note: Security holders must be told how their entitlements are to be dealt with,	
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements in full through a broker?	N/A
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	Despatch date	N/A

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Part 3 - Quotation of securities You need only complete this section if you are applying for quotation of securities Type of securities (tick one) (a) Securities described in Part 1 (b) All other securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive chare securities when restriction ends, securities issued on expiry or conversion of convertible securities Entities that have ticked box 34(a) Additional securities forming a new class of securities Tick to indicate you are providing the information or documents 35 If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders 36 If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories 1 - 1,0001,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over 37 A copy of any trust deed for the additional securities Entities that have ticked box 34(b)

Number of securities for which

Class of securities for which

quotation is sought

quotation is sought

- 38

39

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40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- · the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and class of all securities quoted on NSX (including the securities in clause 38)

Number	Class	
	,	

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Quotation agreement

- 1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.
- 2 We warrant the following to NSX.
 - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those securities should not be granted quotation.
 - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any
 applications received by us in relation to any securities to be quoted and that
 no-one has any right to return any securities to be quoted under sections 737,
 738 or 1016F of the Corporations Act at the time that we request that the
 securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
- If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
- We will indemnify NSX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 21/11/06

(Director/Company secretary)

Print name: Ken Stonehouse

99.76%

RATTOON HOLDINGS LIMITED

TOP TWENTY HOLDERS OF NEW SHARES ISSUED - OCTOBER 2006

Registration Details	New shares issued	Percentage of New Jeena
Thorney Holdings Proprietary Limited	216,481,366	46 79%
GPG Australia Nominees Limited	216,481,366	46.79%
Invia Custodian Pty Limited	5,753,527	1.24%
National Nominees Limited	3,711,953	%08.0
Solid Earth Pty Ltd	3,711,953	%080
ANZ Nominees Limited	3,711,953	%080
Invia Custodian Pty Limited	2,301,411	0.50%
CVC Limited	1,855,977	0.40%
Invia Custodian Pty Limited	1,410,542	0.30%
River Capital Pty Ltd	1,113,586	0.24%
Hickshay Pty Ltd	927,989	0.20%
Erabun Nominees Pty Ltd	649,592	0.14%
Invia Custodian Pty Limited	556,793	0.12%
Fadmoor Pty Ltd	556,793	0.12%
Burnewang Holdings Pty Ltd	371,196	%80.0
David Beatty Corp Pty Ltd	371,196	0.08%
IM & IM Driscoll Nominees Pty Ltd	371,196	0.08%
Erabun Nominees Pty Ltd	371,196	0.08%
Canterbury Pension Fund	278,397	%90.0
Citwing Ply Ltd	278,397	%90.0
Dapali Pty Ltd	259,837	%90.0

RATTOON HOLDINGS LIMITED

ANNEXURE Q36

DISTRIBUTION SCHEDULE OF SHAREHOLDERS PARTICIPATING IN NEW SHARE ISSUE - OCTOBER 2006

RANGE	SHAREHOLDERS
1 - 1,000	0
1,001 - 5,000	0
5,001 - 10,000	0
10,000 - 100,000	2
100,001 and over	26
Total	28