



**NATIONAL STOCK  
EXCHANGE OF AUSTRALIA  
LIMITED**

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Newcastle NSW, 2300

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**[www.nsx.com.au](http://www.nsx.com.au)**

ABN: 11 000 902 063

# Change of Director's Interests

File Reference:

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Interests.doc



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## Introduction

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

1. 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  
National Stock Exchange of Australia Limited  
PO BOX 283  
Newcastle NSW 2300

Phone: +61 2 4929 6377  
Fax: + 61 2 4929 1556  
<http://www.nsx.com.au>

## Change of Director's Interest Notice

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.

<b>Name of entity</b>	<b>AUSTRALIAN UNITED RETAILERS LIMITED</b>
<b>ABN</b>	<b>077 879 782</b>

We (the entity) give NSX the following information under section 205G of the Corporations Act.

<b>Name of Director</b>	<b>FREDERICK FALKENER FAIRTHORNE</b>
<b>Date of last notice</b>	<b>25 NOVEMBER 2010</b>

### Part 1 - Change of director's relevant interests in securities

<b>Direct or indirect interest</b>	<b>INDIRECT</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<b>DIRECTOR &amp; SHAREHOLDER</b>
<b>Date of change</b>	<b>21 DECEMBER 2012</b>
<b>No. of securities held prior to change</b>  <b>DALEWING PTY LTD</b> <b>MELLWAY HOLDINGS PTY LTD</b> <b>FIELDTIMEHOLDINGS PTY LTD</b>	  <b>430,001</b> <b>300,001</b> <b>1</b>
<b>Class</b>	<b>A CLASS PREFERENCE</b>
<b>Number acquired</b>	<b>222,001</b>
<b>Number disposed</b>  <b>FIELDTIME HOLDINGS PTY LTD</b>	  <b>1</b>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	<b>\$166,501 for shares acquired</b>  <b>\$1 for share sold</b>
<b>No. of securities held after change</b>  <b>DALEWING PTY LTD</b> <b>MELLWAY HOLDINGS PTY LTD</b> <b>EDGE SALES AND PROMOTIONS PTY LTD</b> <b>FIELDTIME HOLDINGS PTY LTD</b>	  <b>652,001</b> <b>300,001</b> <b>1</b> <b>Nil</b>

[illegible]

## Part 2 – Change of director's interests in contracts

<b>Detail of contract</b>	<b>NIL</b>
<b>Nature of interest</b>	
<b>Name of registered holder</b> (if issued securities)	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Australian united Retailers Limited  
 ACN/ARSN 077 879 782

**1. Details of substantial holder (1)**

Name Dalewing Pty Ltd  
 ACN/ARSN (if applicable) 100 686 191  
 Name Mallway Holdings Pty Ltd  
 ACN/ARSN (if applicable) 095 254 658  
 Name Fieldtime Holdings Pty Ltd  
 ACN/ARSN (if applicable) 108 284 135  
 Name Edge Sales and Promotions Pty Ltd  
 ACN/ARSN (if applicable) 150 297 340  
 Name Fredrick Falkner Fairthorne (Jnr)  
 ACN/ARSN (if applicable) N/A  
 Name Jennifer Christine Fairthorne  
 ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 21/December/2012

The previous notice was given to the company on 24/November/2010

The previous notice was dated 24/November/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 (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)
<b>Class A Redeemable Preference Shares</b>	730,002	6.31%	952,002	8.23%

**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
21 December 2012	Dalewing Pty Ltd	Off Market Trade - Acquired	\$166,500.00	222,000	Dalewing Pty Ltd
31 October 2012	Edge Sales & Promotions Pty Ltd	Off Market Trade - Acquired	\$1	\$1	Edge Sales & Promotions Pty Ltd
31 October	Field Time Holdings Pty	Off Market Trade - Sold	\$1	\$1	Field Time Holdings Pty

2012	Ltd				Ltd
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**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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Dalewing Pty Ltd	Dalewing Pty Ltd	Dalewing Pty Ltd	Registered Holder of securities	652,001 Class A Redeemable Preference Shares	5.64%
Mellway Holdings Pty Ltd	Mellway Holdings Pty Ltd	Mellway Holdings Pty Ltd	Registered Holder of securities	300,001 Class A Redeemable Preference Shares	2.61%
Edge Sales and Promotions Pty Ltd	Edge Sales and Promotions Pty Ltd	Edge Sales and Promotions Pty Ltd	Registered Holder of securities	1 Class A Redeemable Preference Shares	0.00%
Fredrick Falkener Fairthorne (Jnr)	Mellway Holdings Pty Ltd/Dalewing Pty Ltd	Mellway Holdings Pty Ltd/Dalewing Pty Ltd	Relevant interest in shares held by Dalewing Pty Ltd, Edge Sales and Promotions Pty Ltd and Mellway Holdings Pty Ltd under section 608(3) of the Corporations Act 2001 (Cth)	952,002 Class A Redeemable Preference Shares	8.23%
Jennifer Christine Fairthorne	Dalewing Pty Ltd	/Dalewing Pty Ltd	Relevant interest in shares held by Dalewing Pty Ltd under section 608(3) of the Corporations Act 2001 (Cth)	652,001 Class A Redeemable Preference Shares	5.64%

**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
Fieldtime Holdings Pty Ltd - 108 284 135	Shareholder & Director - Ceased to be an associated entity
Edge Sales and Promotions Pty Ltd - 150 297 340	Shareholder & Director - Became an associated entity



**6. Addresses**

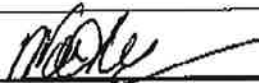
The addresses of persons named in this form are as follows:

Name	Address
Dalewing Pty Ltd	Sothertons, Level 3 Centrepoint Tower, 123B Colin Street West Perth WA 6005
Mallway Holdings Pty Ltd	Sothertons, Level 3 Centrepoint Tower, 123B Colin Street West Perth WA 6005
Fredrick Falkener Fairthorne (Jnr)	56 The Avenue Nedlands WA 6009
Jennifer Christine Fairthorne	Unit 5, 15 freshwater Parade, Claremont, WA 6010

**Signature**

print name Fredrick Falkener Fairthorne (Jnr) capacity Director

sign here



Date

10 / 1 / 2013

**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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.