LAKESIDE PAKENHAM COMMUNITY ENTERPRISE LIMITED
A.C.N. 140 931 960

SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus supplements the Prospectus dated **2 March 2010** issued by **Lakeside Pakenham Community Enterprise Limited** (the ***Prospectus***). This Supplementary Prospectus must be read together with the Prospectus. Capitalised terms not defined in this Supplementary Prospectus have the meaning given to them in the Prospectus, unless the context requires otherwise.

This Supplementary Prospectus is dated **15 March 2010**. A copy of this Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (***ASIC***) on **15 March 2010.**

Neither ASIC nor the Bendigo Stock Exchange take any responsibility for the content of this Supplementary Prospectus.

No Shares will be issued on the basis of this Supplementary Prospectus and the Prospectus after the expiry date of the Prospectus.

AMENDMENTS TO PROSPECTUS

1. Section 6 Franchise Agreement.

Section 6 in the Prospectus summarises the terms of the Franchise Agreement between the Company and Bendigo Bank.

The first sentence under the sub heading **Payments/Receipts** is amended to read as follows:-

Under the Franchise Agreement, the Company is required to pay Bendigo Bank:

- the Initial Establishment Fee and Franchise Fee of $110,000 (which items are treated as Capital Expenditure for accounting purposes)
- Start – Up Costs,

  IT establishment fee estimated at - $10,000.00
  Site Modifications estimated at $250,000

2. Section 7 Pro-Forma Balance Sheet

The Pro-Forma Balance Sheet in the Prospectus disclosed the actual position of the company as at the date of incorporation and on the date of the allotment of the Shares.

The amended Pro-Forma Balance Sheet, set out below, shows the effect of the payments to Bendigo Bank after the allotment of the Shares has been made.

	Actual as at 3 December 2009	Unaudited Pro Forma as at 28 April 2010 [1 & 3]	Unaudited Pro Forma as at 28 April 2010 [2]
	$	$	$
Current Assets			
Cash assets	8	260,008	460,008
Total Current Assets	**8**	**260,008**	**460,008**
Non Current Assets			
Property, Plant and Equipment	0	250,000	250,000
Franchise Fee	0	10,000	10,000
Franchise Establishment Fee	0	100,000	100,000
Total Non Current Assets	**0**	**360,000**	**360,000**
Total Assets	**8**	**620,008**	**820,008**
Current Liabilities			
Payables	0	(37,377)	(37,377)
Total Liabilities	**0**	**(37,377)**	**(37,377)**
Net Assets	**8**	**582,631**	**782,631**
Equity			
Issued capital ordinary shares of $1 each	8	620,008	820,008
Less: Equity raising costs	0	(37,377)	(37,377)
Contributed Equity	**8**	**582,631**	**782,631**

1 Assumes the Offer is fully subscribed and the minimum amount of oversubscriptions is accepted, and all Shares have been allotted by 28 April 2010

2 Assumes the Offer is fully subscribed and the maximum amount of oversubscriptions is accepted, and all Shares have been allotted by 28 April 2010

3 This balance sheet shows the position assuming that amounts due to Bendigo Bank under the franchise agreement have been paid (as described in Section 6).

3. Section 5 Risk Factors

Section 5.3 identifies the business risks to the Company and the sub heading **"Revenue & Level of Banking Business"** identifies the risks associated with the conduct of the business and the uncertainty of the forecasts.

The second paragraph under the heading of Revenue & Level of Banking Business, is now amended to read as follows:

> "It is important to recognize that the forecasts presented in Section 4.2 are based (in part) on survey responses, and there is no obligation on respondents to transfer the business indicated in the survey. There is also no certainty that the new banking business allocated to the Lakeside Pakenham Community Bank® Branch on opening (as described in Sections 3.8 and 4.2) will be at the level assumed for the purposes of the forecast, or that the banking business allocated will be by the Company for the period of the forecast. Accordingly, there is no guarantee that the results set out in Section 4 will be achieved. The modified forecast (see Table 1 in Section 4.2) discloses that the Company will experience a loss of $165,495 in its first year and a loss of $25,934 in its second year, giving a total loss of $191,429. If the business continues to incur further losses, it is possible that the Company will be unable to continue to operate. In addition, part of the revenue earned by the Company is based on commission and fee income on certain products and services, and the commission and fees payable to the Company can be varied (in some cases, at the discretion of Bendigo Bank).

Signed by David Impey, on behalf of the Directors of **LAKESIDE PAKENHAM COMMUNITY ENTERPRISE LIMITED,** all of whom have consented to the issue of this Supplementary Prospectus.

....

Chairman – David Impey

Lakeside Pakenham Community Enterprise Limited