

Palliser Strategic Management Pty Ltd 9819-3993 (f) & 03-9819-3995(p)

**New Millenium
Publications Limited****Fax****To:** Scott Evans, NEWSX**From:** Geoffrey Widmer, Company Secretary**Fax:** 02-4929-1556**Pages:** 7**Phone:** 1300-137-328**Date:** Monday, 23 May 2005**Company Announcement—40120NSX****Becoming a Substantial Shareholder CC:**

New Millenium Publications Limited lodges the 2 ASIC Form 603 Notices of initial substantial holder for the Bawden Group for Unlimited Pty Ltd and Bawden Custodians Pty Ltd.

Signed

Geoffrey R Widmer
Company Secretary
03-9509-2500(NMP office)
03-9819-3995(other office)
0419-3610-601(M)

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

To Company Name/Scheme

NEW MILLENIUM PUBLICATIONS LIMITED

ACN/ARSN

007-016-202**1. Details of substantial holder (1)**

Name

UNLIMITED PTY LTD

ACN/ARSN (if applicable)

ACN 009 876 555

The holder became a substantial holder on

16-12-05**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)
ORDINARY SHARES	2,675,000	2,675,000	19.6%
Unlisted Option	1,000,000	1,000,000	NIL

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
SEE ANNEXURE "A"		

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
SEE ANNEXURE "A"			

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 (9)		Class and number of securities
		Cash	Non-cash	
SEE ANNEXURE "A"				

6. Associates

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

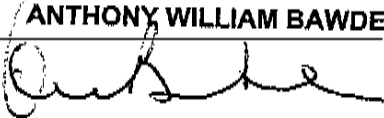
Name and ACN/ARSN (if applicable)	Nature of association
SEE ANNEXURE "A"	

7. Addresses

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

Name	Address
SEE ANNEXURE "A"	

Signature


print name **ANTHONY WILLIAM BAWDEN** capacity **DIRECTOR**
 sign here  date **8/02/05**

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) 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.
- (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.

This is Annexure "A" of 1 page referred to in Form 603 Notice of Substantial Holder


 Anthony William Bawden
 Director
 Dated: 08/02/05

APPENDIX "A"

NEW MILLENNIUM PUBLICATIONS LIMITED ACN 007 016 202

3. DETAILS OF RELEVANT INTERESTS

HOLDER OF RELEVANT INTEREST	NATURE OF RELEVANT INTEREST	CLASS AND NUMBER OF SECURITIES
UNLIMITED PTY LTD	PURCHASE OF 2,675,000 ORDINARY SHARES. IN OFF MARKET TRANSACTIONS	2,675,000 ORDINARY SHARES
BAWDEN CUSTODIANS PTY LTD ATF TERTON CORPORATION PTY LTD LTD SUPER FUND	CONVERTIBLE NOTE \$150,000 Due (31/12/05)	UNLISTED CONVERTIBLE NOTE
	OPTION OVER 1,000,000 SHARES EXERCISABLE @ .25c EXPIRE 30/04/2008	UNLISTED OPTIONS

4. DETAILS OF PRESENT REGISTERED HOLDERS

HOLDER OF RELEVANT INTEREST	REGISTERED HOLDER OF SECURITIES	PERSON ENTITLED TO BE REGISTERED AS HOLDER	CLASS AND NUMBER OF SECURITIES
UNLIMITED PTY LTD	UNLIMITED PTY LTD	UNLIMITED PTY LTD	2,675,000 ORDINARY SHARES
BAWDEN CUSTODIANS PTY LTD ATF TERTON CORPORATION PTY LTD LTD SUPER FUND	BAWDEN CUSTODIANS PTY LTD ATF TERTON CORPORATION PTY LTD LTD SUPER FUND	BAWDEN CUSTODIANS PTY LTD ATF TERTON CORPORATION PTY LTD LTD SUPER FUND	UNLISTED CONVERTIBLE NOTE (\$150,000) UNLISTED OPTIONS (1,000,000 @ .25c) EXPIRE 30/04/08

5. CONSIDERATION

HOLDER OF RELEVANT INTEREST	DATE OF ACQUISITION	CONSIDERATION		CLASS AND NUMBER OF SECURITIES
		CASH	NON-CASH	
UNLIMITED PTY LTD	16/12/04	.20C		465,000 ORDINARY SHARES
	PURCHASED OFF MARKET	(\$93,000)		
UNLIMITED PTY LTD	13/01/05	.20C		2,210,000 ORDINARY SHARES
	PURCHASED OFF MARKET	(\$442,000)		
BAWDEN CUSTODIANS PTY LTD ATF TERTON CORPORATION PTY LTD LTD SUPER FUND	25/11/03	Cash		UNLISTED CONVERTIBLE NOTE (\$150,000) UNLISTED OPTIONS (1,000,000 @ .25c) EXPIRE 30/04/2008
	25/11/03	GRANTED PURSANT TO CONVERTABLE NOTE		

6. ASSOCIATES

NAME AND ACN/ARBN	NATURE OF ASSOCIATION
UNLIMITED PTY LTD A.C.N. 009 876 555	UNLIMITED IS A WHOLLY OWNED SUBSIDIARY OF TERTON CORPORATION LTD.
BAWDEN CUSTODIANS PTY LTD ATF TERTON CORPORATION PTY LTD LTD SUPER FUND A.R.B.N 56 515 786 589	BAWDEN CUSTODIANS PTY LTD IS THE TRUSTEE FOR THE TERTON CORPORATION PTY LTD SUPERANUATION FUND

7. ADDRESSES

NAME	ADDRESS
UNLIMITED PTY LTD	135 MONACO STREET BROADBEACH WATERS QLD 4218
BAWDEN CUSTODIANS PTY LTD ATF TERTON CORPORATION PTY LTD LTD SUPER FUND	135 MONACO STREET BROADBEACH WATERS QLD 4218

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

To Company Name/Scheme

NEW MILLENIUM PUBLICATIONS LIMITED

ACN/ARSN

007-016-202**1. Details of substantial holder (1)**

Name

**BAWDEN CUSTODIANS PTY LTD ATF
TERTON CORPORATION PTY LTD
SUPER FUND**

ACN/ARSN (if applicable)

The holder became a substantial holder on

16-12-05**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)
ORDINARY SHARES	2,675,000	2,675,000	19.6%
Unlisted Option	1,000,000	1,000,000	NIL

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
SEE ANNEXURE "A"		

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Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
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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 (9)		Class and number of securities
SEE ANNEXURE "A"		Cash	Non-cash	

6. Associates

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

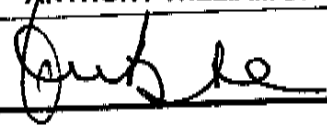
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Signature

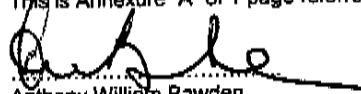
print name **ANTHONY WILLIAM BAWDEN** capacity **DIRECTOR**
 sign here  date **8/02/05**

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.
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- (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) 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.
- (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".
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 Anthony William Bawden
 Director
 Dated: 08/02/05

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5. CONSIDERATION

HOLDER OF RELEVANT INTEREST	DATE OF ACQUISITION	CONSIDERATION		CLASS AND NUMBER OF SECURITIES
		CASH	NON-CASH	
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	PURCHASED OFF MARKET		(\$93,000)	
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	PURCHASED OFF MARKET		(\$442,000)	
BAWDEN CUSTODIANS PTY LTD ATF TERTON CORPORATION PTY LTD LTD SUPER FUND	25/11/03	Cash		UNLISTED CONVERTIBLE NOTE (\$150,000)
	25/11/03	GRANTED PURSANT TO CONVERTABLE NOTE		UNLISTED OPTIONS (1,000,000 @ .25c) EXPIRE 30/04/2008

6. ASSOCIATES

NAME AND ACN/ARBN	NATURE OF ASSOCIATION
UNLIMITED PTY LTD A.C.N. 009 876 555	UNLIMITED IS A WHOLLY OWNED SUBSIDIARY OF TERTON CORPORATION LTD.
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