

Burns Philp

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BURNS, PHILP & COMPANY LIMITED
ABN 65 000 000 359

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GPO BOX 543
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AUSTRALIA

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FACSIMILE

82-1565

To: OFFICE OF INTERNATIONAL CORPORATE FINANCE
Company: SECURITIES AND EXCHANGE COMMISSION, U.S.A.
Facsimile No: 0011 1 202 942 9624
From: HELEN GOLDING – Company Secretary
Date: 12 February 2004
SUBJECT: 12g3-2(b) Exemption Number: 82-1565
No of Pages: 4 pages (including cover sheet)

SUPPL

Goodman Finance Limited Five Year Capital Notes

Please see copy of announcement released to the Australian Stock Exchange today.

Yours sincerely

HELEN GOLDING
Company Secretary/Group Legal Counsel

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 PROCESSED
 FEB 19 2004
 THOMSON FINANCIAL

Attach:

dlw 2/13

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12 February 2004

Mr Graham Gates
Announcements Officer
Australian Stock Exchange Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Mr Gates

Goodman Finance Limited Five Year Capital Notes

I attach a copy of an announcement made to the New Zealand Exchange Limited today by a wholly owned subsidiary of the Company, Goodman Finance Limited, in relation to an interest payment to holders of the Five Year Capital Notes.

The Five Year Capital Notes are one of two series of NZ\$212,500,000 Capital Notes, which were issued by Goodman Finance Limited from 5 May 2003 to 27 June 2003.

Yours sincerely

A handwritten signature in black ink, appearing to be "Helen Golding", written in a cursive style.

HELEN GOLDING
Company Secretary

Encl.

**Burns
Philp**

GOODMAN FINANCE LIMITED

REGISTERED ADDRESS:
GOODMAN FIELDER HOUSE
CNR SPRINGS & EAST TAMAKI ROADS
EAST TAMAKI
AUCKLAND
NEW ZEALAND

CONTACT DETAILS:
GPO BOX 543
SYDNEY NSW 2001
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12 February 2004

Market Information Services Section
New Zealand Exchange Limited
Level 9, ASB Bank Tower
2 Hunter Street
WELLINGTON
NEW ZEALAND

Goodman Finance Limited Five Year Capital Notes

Please find attached the Appendix 7 pursuant to Listing Rule 7.12.2 in relation to the next interest payment to be made to holders of the Five Year Capital Notes.

The Five Year Capital Notes are one of two series of NZ\$212,500,000 Capital Notes, which were issued by Goodman Finance Limited from 5 May 2003 to 27 June 2003.

Yours faithfully



HELEN GOLDING
Company Secretary
Burns, Philp & Company Limited

Encl.

APPENDIX 7 - NZX CONDUCT RULES

TO FAX ++64-4-473-1470

Notice of event affecting securities

New Zealand Stock Exchange Listing Rule 7.12.2. For rights, Listing Rules 7.10.9 and 7.10.10. For change to allotment, Listing Rule 7.12.1, a separate advice is required.

Number of pages including this one
(Please provide any other relevant details on additional pages)

Full name of Issuer: **GOODMAN FINANCE LIMITED**

Name of officer authorised to make this notice: **HELEN GOLDING** Authority for event, e.g. Directors' resolution: **The Capital Notes Trust Deed dated 30 April 2003**

Contact phone number: **(612) 9259 1371** Contact fax number: **(612) 9247 3272** Date: **12 / 02 / 2004**

Nature of event: Tick as appropriate
 Bonus Issue If ticked, state whether: Taxable / Non Taxable Conversion Interest Rights Issue Renounceable
 Rights Issue non-renounceable Capital change Call Dividend If ticked, state whether: Interim Full Year Special

EXISTING securities affected by this *If more than one security is affected by the event, use a separate form.*

Description of the class of securities: **FIVE YEAR CAPITAL NOTES** ISIN: **NZGFLD 0001S0**
If unknown, contact NZX

Details of securities issued pursuant to this event *If more than one class of security is to be issued, use a separate form for each class.*

Description of the class of securities: **N/A** ISIN: **N/A**
If unknown, contact NZX

Number of Securities to be issued following event: **N/A** Minimum Entitlement: **N/A** Ratio, e.g. ① for ② for

Conversion, Maturity, Call Payable or Exercise Date: **N/A** Treatment of Fractions: **N/A**

Strike price per security for any issue in lieu of date Strike Price available: **N/A** Tick if *pari passu* OR provide an explanation of the ranking: **N/A**

Monies Associated with Event *Dividend payable, Call payable, Exercise price, Conversion price, Redemption price, Application money.*

In dollars and cents
 Amount per security: **9.75% INTEREST RATE** Source of Payment: **N/A**
 Currency: **NZD** Supplementary dividend details - Listing Rule 7.12.7: Amount per security in dollars and cents: **\$ N/A**
 Total monies: **4,233,547.50** Date Payable: **N/A**

Taxation *Amount per Security in Dollars and cents to six decimal places*

In the case of a taxable bonus issue state strike price: **N/A** Resident Withholding Tax: **N/A** Credits (Give details): **\$ N/A**

Timing *(Refer Appendix 8 in the Listing Rules)*

Record Date 5pm: **Friday 27 February 2004** Application Date: **15/03/2004 - interest payable**
 For calculation of entitlements - must be the last business day of a week. Also, Call Payable, Dividend / Interest Payable, Exercise Date, Conversion Date. In the case of applications this must be the last business day of the week.

Notice Date: **N/A** Allotment Date: **N/A**
 Entitlement letters, call notices, conversion notices mailed. For the issue of new securities. Must be within 5 business days of record date.

OFFICE USE ONLY
 Ex Date:
 Commence Quoting Rights:
 Cease Quoting Rights 5pm:
 Commence Quoting New Securities:
 Cease Quoting Old Security 5pm:

Security Code:
 Security Code:

