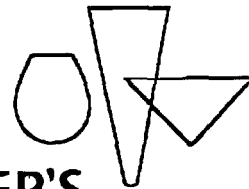


FOSTER'S GROUP LIMITED
77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com
ABN 49 007 620 886

82-1711



**FOSTER'S
GROUP**

Inspiring Global Enjoyment

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OFFICE OF INVESTMENT
CORPORATE FINANCE



05008252

Foster's Brewing

ASX RELEASE

SUPPL

**The following release was made to the
Australian Stock Exchange Limited today:**

"Change in substantial holding for SRP"

Released: 20 May 2005

**Pages: 9
(including this page)**

FILE NO: 082-01711

PROCESSED

MAY 24 2005

THOMSON
FINANCIAL

If you would prefer to receive this notification by email please reply to

jane.dowsey@fostersgroup.com or

Ph: +61 3 9633 2105

dw 5/24

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

To: Company Name/Scheme Southcorp Limited (Southcorp)
ACN/ARSN ABN 80 007 722 643

1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 19 May 2005
The previous notice was given to the company on 19 May 2005
The previous notice was dated 19 May 2005

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)
Ordinary Shares	507,041,229	68.1%	533,949,982	71.7%

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
19 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	8,429,619 ordinary shares	8,429,619
19 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of on market purchases of Southcorp shares by BBW.	\$4.26	18,479,134 ordinary shares	18,479,134

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
BBW	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	482,639,255 ordinary shares	482,639,255
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	482,639,255 ordinary shares	482,639,255
Foster's Group Companies	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	482,639,255 ordinary shares	482,639,255
BBW	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to Southcorp shares purchased on market by BBW.	51,310,727 ordinary shares	51,310,727
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of holding, either directly or indirectly, a controlling interest in BBW.	51,310,727 ordinary shares	51,310,727

Foster's Group Companies	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	51,310,727 ordinary shares	51,310,727
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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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Bringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Dudfield

capacity : Assistant Company Secretary

sign here

R.K. Dudfield

date 20 / 5 / 2005

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 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.

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R. K. Oudfield.

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 20 / 5 / 2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 526 Pty. Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Amwax Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 86 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company
 Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Berlinger Blass Distribution SRL

Berlinger Blass Italia S.R.L.

Berlinger Blass Wine Estates Chile Limitada

Berlinger Blass Wine Estates Company

Berlinger Blass Wine Estates Holdings, Inc.

Berlinger Blass Wine Estates Limited (Europe)

Berlinger Blass Wine Estates Limited (NZ)

Berlinger Blass Wine Estates Limited

Berlinger Blass Wines Pty Ltd

Berlinger Blass Wine Estates Sales Company

Berlinger Wine Estates Foreign Sales Corporation

Beycorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Breweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Domien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Cellarmasters GmbH	Foster's Brewing Group (U.S.A.) Limited
Classic Packaging Pty. Limited	Foster's Brewing Group Pty. Ltd.
CNAB Pty. Ltd.	Foster's (Cambodia) Limited
Craigburn Land Co. Pty. Ltd.	Foster's China Pty. Ltd.
Craigburn Property Pty. Ltd.	Foster's Danang Limited
CSB Pty. Ltd.	Foster's Finance Corp.
Data Co-ordination Centre Inc. – The Wine Exchange	Foster's Group Asia Holdings Pty. Ltd.
Demener Pty. Ltd.	Foster's Group Canada Inc.
Dennys Strachan Mercantile Pty. Ltd.	Foster's Group New Zealand Limited
Dereel ESC Pty. Ltd.	Foster's International (N.Z.) Pty. Limited
Dismin Investments Pty. Ltd.	Foster's Sports Foundation
Dreamgame Limited	Foster's Tien Giang Limited
EFG Australia Pty Ltd	Foster's Vietnam Limited
EFG Finance Leasing Pty Ltd	Galemaze Pty. Ltd.
EFG Holdings (U.S.A.) Inc.	Graf von Rudesheim
EFG Investments Pty Ltd	Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
EFG Securities Pty Ltd	Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
EFG Treasury Pty. Limited	H. Jones & Co. Pty. Ltd.
ELFIC Pty Ltd	H. Maximilian Pallhuber GmbH & Co. KG
Elstone Developments Pty. Ltd.	H.P. Bulmer (Overseas Holdings) Limited
ESG (Enterprises) N.V.	Herve Lu Puy
Etude Wines, Inc.	Herve Lu Puy
Ewines Pty. Limited	Highlands Craigieburn Pty. Ltd.
FBG (U.K.) Limited	Hotel (FP) Pty. Ltd.
FBG Brewery Holdings UK Limited	I-Nova Consulting Pty. Ltd.
FBG Canada Limited	Il Cavaliere Del Castello Di Gabbiano SRL
FBG India Holdings Limited	Kangaroo Ridge Wines Europe Limited
FBG International Limited	Kawana Beach Pty. Ltd.
FBG Investments Pty. Ltd.	Kawana Central Pty. Ltd.
FBG Treasury (Aust.) Limited	Kawana Industrial Park Pty. Ltd.
FBG Treasury (Europe) B.V.	Finnews Pty. Ltd.
FBG Treasury (N.Z.) Limited	FBG Finance Limited
FBG Treasury (U.K.) plc	FBG Holdings (U.K.) Limited
FBG Treasury (U.S.A.) Inc.	FBG Incentive Pty. Ltd.
FBG Vietnam Holdings Pty. Ltd.	FGL Insurance Company Pte Ltd
FGL Employee Share Plan Pty. Ltd.	FGL Finance (USD) Pty Ltd
Filehaze Pty. Ltd.	FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.
 Kawana Lakes Pty. Ltd.
 Krondorf Wines Pty. Ltd.
 La Fraternelle De Bourgogne
 RSG Beachmere Pty. Ltd.
 RSG Bellvista Pty. Ltd.
 RSG Funds Management Pty Ltd
 RSG Land Group Pty Ltd
 RSG Highlands Craigieburn Pty. Ltd.
 RSG North Lakes Marketing Pty. Ltd.
 RSG North Lakes Sales Pty. Ltd.
 Liana Cottage Pty. Ltd.
 Maglieri Wines Pty. Ltd.
 Masthead Brewing Company Pty. Ltd.
 Matua Finance Limited
 MBBC Limited
 Mega Management Pty. Ltd.
 Melbourne Brewery Company Pty. Ltd.
 Mildara Blass Holdings Inc.
 Mildara Blass Inc.
 Mildara Blass Wines Inc.
 Mildara Holdings Pty. Limited
 Mocrabbin Junction Pty. Ltd.
 N.T. Brewery Pty. Ltd.
 Navistar Group Limited
 Nellie Products Pty. Ltd.
 New Crest Investments Pty. Ltd.
 Nexday Europe B.V.
 The Continental Wines and Spirits Company (N.Z.) Limited
 The Foster Brewing Co. Pty. Ltd.
 The New Zealand Wine Club Limited
 The Rothbury Estate Pty. Ltd.
 The Shamrock Brewing Company Proprietary Limited
 The Wine Exchange Limited
 The Wine Planet International Pty. Limited
 Tibsco Limited
 Tibsco Pensions Limited
 Foster's People Pty Ltd
 Tract 4/5 LLC

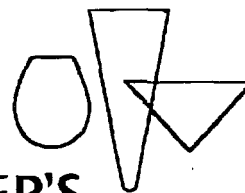
Nexday Pty. Limited
 North Lakes Marketing Consultancy Trust
 North Lakes Marketing Pty. Ltd.
 North Lakes Sales Agency Trust
 North Lakes Sales Pty. Ltd.
 North Napa Land Co.
 Norwood Beach Pty. Ltd.
 Nova Glen Pty. Ltd.
 Oakland Glen Pty. Ltd.
 Pica Finance Limited
 Pica Group Pty Ltd
 Pica Nominees Pty. Limited
 Pitt, Son & Badgery Pty. Ltd.
 Power Brewing Company Pty. Ltd.
 Premium Land, Inc.
 Primedan Pty. Ltd.
 Queensland Breweries Pty. Ltd.
 RImpacific Shipping (U.K.) Ltd.
 Robertsons Well Pty. Ltd.
 Robertsons Well Unit Trust
 Rothbury Sales Pty. Ltd.
 Rothbury Wines Pty. Ltd.
 Rumar International Pty. Ltd.
 Sart Les Crus Prevendus SADCS
 Savirak Pty. Ltd.
 Seeton Pty. Ltd.
 Shanghai Foster's Brewery Co. Ltd.
 Sharden Lodge Pty. Ltd.
 Silvester Brothers (AMH) Pty. Limited
 Silvester Brothers (AMHUK) Limited
 Silvester Brothers Pty. Limited
 Societe D Investissement Du Beaujolais
 Somar Pty. Ltd.
 Stamford Hotel Pty. Ltd.
 T'Gallant Winemakers Pty. Ltd.
 Telemasters Limited
 The Australian Wine Centre Limited
 The Australian Wine Club Pty. Ltd.
 The Ballarat Brewing Company Pty. Ltd.
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.
VICD - Produtos Em Cortica, LDA
Victoria Brewery Pty. Ltd.
Vinpac International Pty. Limited
Vinpac SADCS
Vintners Imports Pty. Limited
Volz Pty. Ltd.
Voskane Pty. Ltd.
Werribee Properties (RWDS) Proprietary Limited
Whitecross Investments Pty. Ltd.
Windemere Securities Limited
Wine Planet Holdings Pty. Limited
Wine Planet Technology Pty. Limited
Winemaker's Choice Limited
Wolf Blass Wines Pty. Ltd.
Wood Hall Trust Limited
Wood Hall (Aust.) Pty. Limited
World Wine Gallery GmbH
C.U.B. Pty Ltd
00015868 Limited
02396239 Limited
151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.
The Continental Spirits Company Pty. Ltd.
AP John & Sons Pty. Ltd.
Briar Ridge Manufacturing Pty. Ltd.
Briar Ridge Vineyards Pty. Ltd.
Carlton Brewery (Fiji) Limited
Cellarmaster Wines SA
Foster's India Limited
Graymoor Estate Joint Venture
Graymoor Estate Pty. Ltd.
Graymoor Estate Unit Trust
Greg Norman Estates Joint Venture
Kangaroo Ridge Wine Company Pty. Ltd.
Matua Valley Wines Limited
Samoa Breweries Limited
Shingle Peak Wines Limited
Socle of Bouteillage of Beaujolais, Macon and Bourgogne
South Pacific Distilleries Limited
Waikoukou Vineyards Limited
Wine Buzz KK

FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia
 Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com
 ABN 49 007 620 886



FOSTER'S
 GROUP

Inspiring Global Enjoyment

Fax Transmission

Fax to	US Securities and Exchange Commission Corporate Finance Office	Fax no	0011 1 202 772 9207
		From	Jane Dowsey
		Direct fax	+613 9645-7226
		Direct tel	+613 9633-2105
		Date	20 May, 2005

Number of pages including this coversheet **38**

The contents of this fax are strictly private and confidential.

Subject Paper Filings

Dear Sir/Madam,

RE File No: 082-01711

FOSTER'S GROUP LIMITED (formerly Foster's Brewing Group Limited)

As previously advised, attached are Australian Stock Exchange (ASX) announcements that we have lodged between 5 May 2005 and 11 May 2005. Please file in appropriate date order.

5 May 2005	'Foster's interest in Southcorp now 40.9%' (1 page)
5 May 2005	'Form 604 – Notice of change of interests of substantial holder' (8 pages)
6 May 2005	'Foster's interest in Southcorp now 42.3%' (1 page)
6 May 2005	'Form 604 – Notice of change of interests of substantial holder' (8 pages)
10 May 2005	'Foster's interest in Southcorp now 43.7%' (1 page)
10 May 2005	'Form 604 – Notice of change of interests of substantial holder' (8 pages)
11 May 2005	'Foster's interest in Southcorp now 45.3%' (1 page)
11 May 2005	'Form 604 – Notice of change of interests of substantial holder' (8 pages)
11 May 2005	'Foster's declares takeover offer unconditional' (1 page)

TOTAL PAGES: 38If you have any queries please call +613 9633 2105 or email jane.dowsey@fostersgroup.com

Regards,

Jane Dowsey
 Group Secretarial
 Foster's Group Limited

FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com
ABN 49 007 620 886



5 May 2005

Foster's interest in Southcorp now 40.9%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 40.9% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	10.2%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	11.9%
Total Interest in Southcorp shares	40.9%

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

Further information:**Media**

Lisa Keenan
Tel: +61 3 9633 2265
Mob: 0409 150 771

Investors

Chris Knorr
Tel: +61 3 9633 2685
Mob: 0417 033 623

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

To: Company Name/Scheme Southcorp Limited (Southcorp)
ACN/ARSN ABN 80 007 722 643

I. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 4 May 2005
The previous notice was given to the company on 4 / 5 / 2005
The previous notice was dated 4 / 5 / 2005

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)
Ordinary Shares	207,561,534	27.9%	215,659,669	29.0%

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
4 May 2004	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	8,098,135 ordinary shares	8,098,135

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
BBW	Southcorp shareholders who have accepted the Offer.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	75,710,645 ordinary shares	75,710,645
Foster's, Browing Holdings, Browing Investments, CUB, FBG and Beringer	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	75,710,645 ordinary shares	75,710,645
Foster's Group Companies	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	75,710,645 ordinary shares	75,710,645
BBW	Reline Investments Pty Limited ACN 093 987 367 (Reline)	Reline	BBW has a relevant interest in shares in Southcorp of which Reline is the registered holder pursuant to the Share Sale and Purchase Agreement dated 12 January 2005 between BBW and Reline, a copy of which is contained in Annexure B to the Notice of Initial Substantial Holder dated 14 January 2005.	139,949,024 ordinary shares	139,949,024

Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Reline	Reline	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in BBW.	139,949,024 ordinary shares	139,949,024
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary shares	139,949,024

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Durdfield

capacity : Assistant Company Secretary

sign here

R.K. Durdfield

date 5 / 5 / 2005

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 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.

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R.K. Dudfield

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 5/5/2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertrieb	Beringer Blass Wine Estates Sales Company
A.C.N. 008 327 028 Pty. Ltd.	Beringer Wine Estates Foreign Sales Corporation
A.C.N. 008 008 528 Pty. Ltd.	Bevcorp Pty. Ltd.
A.C.N. 070 379 889 Pty. Ltd.	Bilyara Vineyards Pty. Ltd.
Aldershot Nominees Pty. Ltd.	Bourse du Vin International B.V.
Amayana Pty. Ltd.	Bourse du Vin Limited
Ambarton Wines Pty. Ltd.	Brewing Holdings Pty. Ltd.
AML&F Holdings Pty. Ltd.	Brewing Investments Pty. Ltd.
Amwex Inc.	Brewman Group Limited
Anglemaster Limited	Brewman TL Limited
Archana Pty. Ltd.	Brewtech Pty. Ltd.
Ashwick (NT) No. 7 Pty. Ltd.	Bright Star Investments Pty. Ltd.
Ashwick (Qld.) No. 15 Pty. Ltd.	Bulmer Australia Limited
Ashwick (Qld.) No. 198 Pty. Ltd.	Bulmer Harvest Limited
Ashwick (Qld.) No. 127 Pty. Ltd.	Cape Schanck Wines Pty. Ltd.
Ashwick (Qld.) No. 167 Pty. Ltd.	Cardmember Wines Limited
Ashwick (Vic.) No. 27 Pty. Ltd.	Cardmember Wines Pty. Ltd.
Austotal (Victoria Holdings) Pty. Ltd.	Carlton & United Beverages Limited
Australian Estates Pty. Ltd.	Carlton & United Breweries Pty Ltd
Australian, Mercantile, Land and Finance Company Pty. Ltd.	Carlton & United Breweries (N.S.W.) Pty. Limited
Australian, Mercantile, London Limited	Carlton & United Breweries (Queensland) Pty. Ltd.
Bacchus Gate Corp.	Carlton & United Breweries (Stator) Pty. Ltd.
Balfours Imports Inc.	Carlton Brewery Hotels (N.R.) Pty. Limited
Beringer Blass Distribution SRL	Carlton Brewery Hotels Pty. Ltd.
Beringer Blass Italia S.R.L.	Carter and Associates (2000) Limited
Beringer Blass Wine Estates Chile Limitada	Cascade Brewery Company Pty. Ltd.
Beringer Blass Wine Estates Company	Cellar Door Direct GmbH
Beringer Blass Wine Estates Holdings, Inc.	Dorrien Estate Winery Pty Ltd
Beringer Blass Wine Estates Limited (Europa)	Cellarmaster Wines Europe B.V.
Beringer Blass Wine Estates Limited (NZ)	Cellarmaster Wines Germany GmbH
Beringer Blass Wine Estates Limited	Cellarmaster Wines Holdings (U.K.) Limited
Beringer Blass Wines Pty Ltd	Cellarmaster Wines Limited
	Cellarmaster Wines SA
	Cellarmaster Wines (UK) Limited
	Cellarmaster Wines Pty. Limited

Cellarmasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighum Land Co. Pty. Ltd.
 Craighum Property Pty. Ltd.
 CSB Pty. Ltd.
 Data Co-ordination Centre Inc. – The Wine Exchange
 Demener Pty. Ltd.
 Dennys Strachan Mercantile Pty. Ltd.
 Deral ESC Pty. Ltd.
 Oismin Investments Pty. Ltd.
 Dreamgame Limited
 EFG Australia Pty Ltd
 EFG Finance Leasing Pty Ltd
 EFG Holdings (U.S.A.) Inc.
 EFG Investments Pty Ltd
 EFG Securities Pty Ltd
 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
 Elstone Developments Pty. Ltd.
 ESG (Enterprises) N.V.
 Etude Wines, Inc.
 Ewines Pty. Limited
 FBG (U.K.) Limited
 FBG Brewery Holdings UK Limited
 FBG Canada Limited
 FBG India Holdings Limited
 FBG International Limited
 FBG Investments Pty. Ltd.
 FBG Treasury (Aust.) Limited
 FBG Treasury (Europe) B.V.
 FBG Treasury (N.Z.) Limited
 FBG Treasury (U.K.) plc
 FBG Treasury (U.S.A.) Inc.
 FBG Vietnam Holdings Pty. Ltd.
 FGL Employee Share Plan Pty. Ltd.
 Filehaze Pty. Ltd.
 Foster's Brewing Group (U.S.A.) Limited
 Foster's Brewing Group Pty. Ltd.
 Foster's (Cambodia) Limited
 Foster's China Pty. Ltd.
 Foster's Danang Limited
 Foster's Finance Corp.
 Foster's Group Asia Holdings Pty. Ltd.
 Foster's Group Canada Inc.
 Foster's Group New Zealand Limited
 Foster's International (N.Z.) Pty. Limited
 Foster's Sports Foundation
 Foster's Tien Giang Limited
 Foster's Vietnam Limited
 Galemaze Pty. Ltd.
 Graf von Rudesheim
 Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
 Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
 H. Jones & Co. Pty. Ltd.
 H. Maximilian Pallhuber GmbH & Co. KG
 H.P. Bulmer (Overseas Holdings) Limited
 Herve Lu Puy
 Herve Lu Puy
 Highlands Craighum Pty. Ltd.
 Hotel (FP) Pty. Ltd.
 I-Nova Consulting Pty. Ltd.
 Il Cavofieri Del Castello Di Gabbiano SRL
 Kangaroo Ridge Wines Europe Limited
 Kawana Beach Pty. Ltd.
 Kawana Central Pty. Ltd.
 Kawana Industrial Park Pty. Ltd.
 Finnews Pty. Ltd.
 FBG Finance Limited
 FBG Holdings (U.K.) Limited
 FBG Incentive Pty. Ltd.
 FGL Insurance Company Pte Ltd
 FGL Finance (USD) Pty Ltd
 FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.
 Kawana Lakes Pty. Ltd.
 Krendorf Wines Pty. Ltd.
 La Fraternelle De Bourgogne
 RSG Beachmere Pty. Ltd.
 RSG Bellvista Pty. Ltd.
 RSG Funds Management Pty Ltd
 RSG Land Group Pty Ltd
 RSG Highlands Craigieburn Pty. Ltd.
 RSG North Lakes Marketing Pty. Ltd.
 RSG North Lakes Sales Pty. Ltd.
 Liana Cottage Pty. Ltd.
 Maglieri Wines Pty. Ltd.
 Masthead Brewing Company Pty. Ltd.
 Matua Finance Limited
 MBBC Limited
 Mega Management Pty. Ltd.
 Melbourne Brewery Company Pty. Ltd.
 Mildara Blass Holdings Inc.
 Mildara Blass Inc.
 Mildara Blass Wines Inc.
 Mildara Holdings Pty. Limited
 Moerabbin Junction Pty. Ltd.
 N.T. Brewery Pty. Ltd.
 Navistar Group Limited
 Nellie Products Pty. Ltd.
 New Crest Investments Pty. Ltd.
 Nexday Europe B.V.
 The Continental Wines and Spirits Company (N.Z.) Limited
 The Foster Brewing Co. Pty. Ltd.
 The New Zealand Wine Club Limited
 The Rothbury Estate Pty. Ltd.
 The Shamrock Brewing Company Proprietary Limited
 The Wine Exchange Limited
 The Wine Planet International Pty. Limited
 Tibsco Limited
 Tibsco Pensions Limited
 Foster's People Pty Limited
 Tract 4/5 LLC
 Nexday Pty. Limited
 North Lakes Marketing Consultancy Trust
 North Lakes Marketing Pty. Ltd.
 North Lakes Sales Agency Trust
 North Lakes Sales Pty. Ltd.
 North Napa Land Co.
 Norwood Beach Pty. Ltd.
 Nova Glen Pty. Ltd.
 Oakland Glen Pty. Ltd.
 Pica Finance Limited
 Pica Group Pty Ltd
 Pica Nominees Pty. Limited
 Pitt, Son & Badgery Pty. Ltd.
 Power Brewing Company Pty. Ltd.
 Premium Land, Inc.
 Primedan Pty. Ltd.
 Queensland Breweries Pty. Ltd.
 Rimpacific Shipping (U.K.) Ltd.
 Robertsons Well Pty. Ltd.
 Robertsons Well Unit Trust
 Rothbury Sales Pty. Ltd.
 Rothbury Wines Pty. Ltd.
 Rumar International Pty. Ltd.
 San Les Crus Prevendus SADCs
 Savirak Pty. Ltd.
 Seaton Pty. Ltd.
 Shanghai Foster's Brewery Co. Ltd.
 Sharden Lodge Pty. Ltd.
 Silvester Brothers (AMH) Pty. Limited
 Silvester Brothers (AMHUK) Limited
 Silvester Brothers Pty. Limited
 Societe D Investissement Du Beaujolais
 Somar Pty. Ltd.
 Stamford Hotel Pty. Ltd.
 T'Gallant Winemakers Pty. Ltd.
 Telemasters Limited
 The Australian Wine Centre Limited
 The Australian Wine Club Pty. Ltd.
 The Ballarat Brewing Company Pty. Ltd.
 'St. Maximilian' Wein-Export Gesellschaft m.B.H, Vienna

Trinity Park Inc.
VICD - Produtos Em Cortico, LDA
Victoria Brewery Pty. Ltd.
Vinpac International Pty. Limited
Vinpac SADCs
Vintners Imports Pty. Limited
Volz Pty. Ltd.
Voskana Pty. Ltd.
Wenibee Properties (RWDS) Proprietary Limited
Whitecross Investments Pty. Ltd.
Windemere Securities Limited
Wine Planet Holdings Pty. Limited
Wine Planet Technology Pty. Limited
Winemaker's Choice Limited
Wolf Glass Wines Pty. Ltd.
Wood Hall Trust Limited
Wood Hall (Aust.) Pty. Limited
World Wine Gallery GmbH
C.U.B. Pty Ltd
00015868 Limited
02386230 Limited
151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.
The Continental Spirits Company Pty. Ltd.
AP John & Sons Pty. Ltd.
Briar Ridge Manufacturing Pty. Ltd.
Briar Ridge Vineyards Pty. Ltd.
Carlton Brewery (Fiji) Limited
Cellarmaster Wines SA
Foster's India Limited
Graymoor Estate Joint Venture
Graymoor Estate Pty. Ltd.
Graymoor Estate Unit Trust
Greg Norman Estates Joint Venture
Kangaroo Ridge Wine Company Pty. Ltd.
Matua Valley Wines Limited
Samoa Breweries Limited
Shingle Peak Wines Limited
Societe of Bouteillage of Beaujolais, Macon and Bourgogne
South Pacific Distilleries Limited
Walkokou Vineyards Limited
Wine Buzz KK

FOSTER'S GROUP LIMITED

77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com
ABN 49 007 620 886



6 May 2005

Foster's interest in Southcorp now 42.3%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 42.3% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	11.6%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	11.9%
Total interest in Southcorp shares	42.3%

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

Further information:

Media

Lisa Keenan
Tel: +61 3 9633 2265
Mob: 0409 150 771

Investors

Chris Knorr
Tel: +61 3 9633 2685
Mob: 0417 033 623

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

To: Company Name/Scheme Southcorp Limited (Southcorp)
ACN/ARSN ABN 80 007 722 643

1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Berhager) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 5 May 2005
The previous notice was given to the company on 5 / 5 / 2005
The previous notice was dated 5 / 5 / 2005

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)
Ordinary Shares	215,659,669	29.0%	225,981,599	30.4 %

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
5 May 2004	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	10,321,930 ordinary shares	10,321,930

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
BBW	Southcorp shareholders who have accepted the Offer.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	86,032,575 ordinary shares	86,032,575
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	86,032,575 ordinary shares	86,032,575
Foster's Group Companies	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	86,032,575 ordinary shares	86,032,575
BBW	Reline Investments Pty Limited ACN 095 987 367 (Reline)	Reline	BBW has a relevant interest in shares in Southcorp of which Reline is the registered holder pursuant to the Share Sale and Purchase Agreement dated 12 January 2005 between BBW and Reline, a copy of which is contained in Annexure B to the Notice of Initial Substantial Holder dated 14 January 2005.	139,949,024 ordinary shares	139,949,024

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Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Reline	Reline	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in BBW.	139,949,024 ordinary shares	139,949,024
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary shares	139,949,024

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Dudfield

capacity: Assistant Company Secretary

sign here

R.K. Dudfield.

date 6/5/2005

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 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.

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R. K. Dudfield.

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 6/5/2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertrieb	Beringer Blass Wine Estates Sales Company
A.C.N. 006 327 028 Pty. Ltd.	Beringer Wine Estates Foreign Sales Corporation
A.C.N. 008 008 526 Pty. Ltd.	Bevcorp Pty. Ltd.
A.C.N. 070 379 869 Pty. Ltd.	Bilyara Vineyards Pty. Ltd.
Aldershot Nominees Pty. Ltd.	Bourse du Vin International B.V.
Amayana Pty. Ltd.	Bourse du Vin Limited
Amberton Wines Pty. Ltd.	Brewing Holdings Pty. Ltd.
AML&F Holdings Pty. Ltd.	Brewing Investments Pty. Ltd.
Amwax Inc.	Brewman Group Limited
Anglemaster Limited	Brewman TL Limited
Archana Pty. Ltd.	Brewtech Pty. Ltd.
Ashwick (NT) No. 7 Pty. Ltd.	Bright Star Investments Pty. Ltd.
Ashwick (Qld.) No. 15 Pty. Ltd.	Bulmer Australia Limited
Ashwick (Qld.) No. 96 Pty. Ltd.	Bulmer Harvest Limited
Ashwick (Qld.) No. 127 Pty. Ltd.	Cape Schanck Wines Pty. Ltd.
Ashwick (Qld.) No. 167 Pty. Ltd.	Cardmember Wines Limited
Ashwick (Vic.) No. 27 Pty. Ltd.	Cardmember Wines Pty. Ltd.
Austotel (Victoria Holdings) Pty. Ltd.	Carlton & United Beverages Limited
Australian Estates Pty. Ltd.	Carlton & United Breweries Pty Ltd
Australian, Mercantile, Land and Finance Company Pty. Ltd.	Carlton & United Breweries (N.S.W.) Pty. Limited
Australian, Mercantile, London Limited	Carlton & United Breweries (Queensland) Pty. Ltd.
Bacchus Gale Corp.	Carlton & United Breweries (Slator) Pty. Ltd.
Balfours Imports Inc.	Carlton Brewery Hotels (N.R.) Pty. Limited
Beringer Blass Distribution SRL	Carlton Brewery Hotels Pty. Ltd.
Beringer Blass Italia S.R.L.	Carter and Associates (2000) Limited
Beringer Blass Wine Estates Chile Limitada	Cascade Brewery Company Pty. Ltd.
Beringer Blass Wine Estates Company	Cellar Door Direct GmbH
Beringer Blass Wine Estates Holdings, Inc.	Denon Estate Winery Pty Ltd
Beringer Blass Wine Estates Limited (Europe)	Cellarmaster Wines Europa B.V.
Beringer Blass Wine Estates Limited (NZ)	Cellarmaster Wines Germany GmbH
Beringer Blass Wine Estates Limited	Cellarmaster Wines Holdings (U.K.) Limited
Beringer Blass Wines Pty Ltd	Cellarmaster Wines Limited
	Cellarmaster Wines SA
	Cellarmaster Wines (UK) Limited
	Cellarmaster Wines Pty. Limited

Callarmasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighburn Land Co. Pty. Ltd.
 Craighburn Property Pty. Ltd.
 CSB Pty. Ltd.
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 Dismin Investments Pty. Ltd.
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 EFG Finance Leasing Pty Ltd
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 EFG Investments Pty Ltd
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 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
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 I-Nova Consulting Pty. Ltd.
 Il Cavaffieri Del Castello Di Gabbiano SRL
 Kangaroo Ridge Wines Europe Limited
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 Kawana Central Pty. Ltd.
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 La Fraternelle Des Bourgogne
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 RSG Funds Management Pty Ltd
 RSG Land Group Pty Ltd
 RSG Highlands Craigieburn Pty. Ltd.
 RSG North Lakes Marketing Pty. Ltd.
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 Tibsco Pensions Limited
 Foster's People Pty Limited
 Tract 4/5 LLC

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 North Lakes Sales Pty. Ltd.
 North Napa Land Co.
 Norwood Beach Pty. Ltd.
 Nova Glen Pty. Ltd.
 Oakland Glen Pty. Ltd.
 Pica Finance Limited
 Pica Group Pty Ltd
 Pica Nominees Pty. Limited
 Pill, Son & Badgery Pty. Ltd.
 Power Brewing Company Pty. Ltd.
 Premium Land, Inc.
 Primedan Pty. Ltd.
 Queensland Breweries Pty. Ltd.
 Rimacific Shipping (U.K.) Ltd.
 Robertsons Well Pty. Ltd.
 Robertsons Well Unit Trust
 Rothbury Sales Pty. Ltd.
 Rothbury Wines Pty. Ltd.
 Rumar International Pty. Ltd.
 Sarl Les Crus Prevendus SADCS
 Savrak Pty. Ltd.
 Seelon Pty. Ltd.
 Shanghai Foster's Brewery Co. Ltd.
 Sharden Lodge Pty. Ltd.
 Silvester Brothers (AMH) Pty. Limited
 Silvester Brothers (AMHUK) Limited
 Silvester Brothers Pty. Limited
 Societe D Investissement Du Beaujolais
 Somar Pty. Ltd.
 Stamford Hotel Pty. Ltd.
 T'Gallant Winemakers Pty. Ltd.
 Telemasters Limited
 The Australian Wine Centre Limited
 The Australian Wine Club Pty. Ltd.
 The Ballarat Brewing Company Pty. Ltd.
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.
VICD – Produtos Em Cortica, LDA
Victoria Brewery Pty. Ltd.
Vinpac International Pty. Limited
Vinpac SADCs
Vintners Imports Pty. Limited
Votz Pty. Ltd.
Vostane Pty. Ltd.
Waribee Properties (RWDS) Proprietary Limited
Whitecross Investments Pty. Ltd.
Windemere Securities Limited
Wine Planet Holdings Pty. Limited
Wine Planet Technology Pty. Limited
Winemaker's Choice Limited
Wolf Blass Wines Pty. Ltd.
Wood Hall Trust Limited
Wood Hall (Aust.) Pty. Limited
World Wine Gallery GmbH
C.U.B. Pty Ltd
00015868 Limited
02396239 Limited
151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.
The Continental Spirits Company Pty. Ltd.
AP John & Sons Pty. Ltd.
Briar Ridge Manufacturing Pty. Ltd.
Briar Ridge Vineyards Pty. Ltd.
Carlton Brewery (Fiji) Limited
Cellarmaster Wines SA
Foster's India Limited
Graymoor Estate Joint Venture
Graymoor Estate Pty. Ltd.
Graymoor Estate Unit Trust
Greg Norman Estates Joint Venture
Kangaroo Ridge Wine Company Pty. Ltd.
Mata Valley Wines Limited
Samoa Breweries Limited
Shingle Peak Wines Limited
Societe of Boutillage of Beaujolais, Macon and Bourgogne
South Pacific Distilleries Limited
Waikoukou Vineyards Limited
Wine Buzz KK

FOSTER'S GROUP LIMITED
77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com
ABN 49 007 620 886



10 May 2005

Foster's interest in Southcorp now 43.7%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 43.7% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	13.0%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	11.9%
Total interest in Southcorp shares	43.7%

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

Further information:

Media

Lisa Keenan
Tel: +61 3 9633 2265
Mob: 0409 150 771

Investors

Chris Knorr
Tel: +61 3 9633 2685
Mob: 0417 033 623

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

To: Company Name/Scheme Southcorp Limited (Southcorp)
ACN/ARSN ABN 80 007 722 643

1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 6 May 2005 – 9 May 2005
The previous notice was given to the company on 6 / 5 / 2005
The previous notice was dated 6 / 5 / 2005

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)
Ordinary Shares	225,981,599	30.4 %	236,803,201	31.8 %

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
6 May 2005 – 9 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	10,821,602 ordinary shares	10,821,602

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
BBW	Southcorp shareholders who have accepted the Offer.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	96,854,177 ordinary shares	96,854,177
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beinger	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	96,854,177 ordinary shares	96,854,177
Foster's Group Companies	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	96,854,177 ordinary shares	96,854,177
BBW	Reline Investments Pty Limited ACN 095 987 367 (Reline)	Reline	BBW has a relevant interest in shares in Southcorp of which Reline is the registered holder pursuant to the Share Sale and Purchase Agreement dated 12 January 2005 between BBW and Reline, a copy of which is contained in Annexure B to the Notice of Initial Substantial Holder dated 14 January 2005.	139,949,024 ordinary shares	139,949,024

Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Reline	Reline	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in BBW.	139,949,024 ordinary shares	139,949,024
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary shares	139,949,024

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Duffield

capacity: Assistant Company Secretary

sign here

R. K. Duffield

date 10/5/2005

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 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.

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R.K. Dudfield

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 10/5/2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs

A.C.N. 008 327 028 Pty. Ltd.

A.C.N. 008 008 526 Pty. Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Amwex Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 98 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 187 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotal (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company
 Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Berlinger Blass Distribution SRL

Berlinger Blass Italia S.R.L.

Berlinger Blass Wine Estates Chile Limitada

Berlinger Blass Wine Estates Company

Berlinger Blass Wine Estates Holdings, Inc.

Berlinger Blass Wine Estates Limited (Europe)

Berlinger Blass Wine Estates Limited (NZ)

Berlinger Blass Wine Estates Limited

Berlinger Blass Wines Pty Ltd

Berlinger Blass Wine Estates Sales Company

Berlinger Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Breweries (Stalar) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Darrien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Collamasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighum Land Co. Pty. Ltd.
 Craighum Property Pty. Ltd.
 CSB Pty. Ltd.
 Data Co-ordination Centre Inc. – The Wine Exchange
 Demoner Pty. Ltd.
 Dennys Strachan Mercantile Pty. Ltd.
 Derel ESC Pty. Ltd.
 Dismín Investments Pty. Ltd.
 Dreamgame Limited
 EFG Australia Pty Ltd
 EFG Finance Leasing Pty Ltd
 EFG Holdings (U.S.A.) Inc.
 EFG Investments Pty Ltd
 EFG Securities Pty Ltd
 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
 Elstone Developments Pty. Ltd.
 ESG (Enterprises) N.V.
 Etude Wines, Inc.
 Ewines Pty. Limited
 FBG (U.K.) Limited
 FBG Brewery Holdings UK Limited
 FBG Canada Limited
 FBG India Holdings Limited
 FBG International Limited
 FBG Investments Pty. Ltd.
 FBG Treasury (Aust.) Limited
 FBG Treasury (Europe) B.V.
 FBG Treasury (N.Z.) Limited
 FBG Treasury (U.K.) plc
 FBG Treasury (U.S.A.) Inc.
 FBG Vietnam Holdings Pty. Ltd.
 FGL Employee Share Plan Pty. Ltd.
 Fitehaze Pty. Ltd.
 Foster's Brewing Group (U.S.A.) Limited
 Foster's Brewing Group Pty. Ltd.
 Foster's (Cambodia) Limited
 Foster's China Pty. Ltd.
 Foster's Danang Limited
 Foster's Finance Corp.
 Foster's Group Asia Holdings Pty. Ltd.
 Foster's Group Canada Inc.
 Foster's Group New Zealand Limited
 Foster's International (N.Z.) Pty. Limited
 Foster's Sports Foundation
 Foster's Tien Giang Limited
 Foster's Vietnam Limited
 Galemaze Pty. Ltd.
 Graf von Rudesheim
 Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
 Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
 H. Jones & Co. Pty. Ltd.
 H. Maximilian Pallhuber GmbH & Co. KG
 H.P. Bulmer (Overseas Holdings) Limited
 Herve Lu Puy
 Herve Lu Puy
 Highlands Craighum Pty. Ltd.
 Hotel (FP) Pty. Ltd.
 I-Nova Consulting Pty. Ltd.
 Il Cavallieri Del Castello Di Gabblano SRL
 Kangaroo Ridge Wines Europe Limited
 Kawana Beach Pty. Ltd.
 Kawana Central Pty. Ltd.
 Kawana Industrial Park Pty. Ltd.
 Finnews Pty. Ltd.
 FBG Finance Limited
 FBG Holdings (U.K.) Limited
 FBG Incentive Pty. Ltd.
 FGL Insurance Company Pte Ltd
 FGL Finance (USD) Pty Ltd
 FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.
 Kawana Lakes Pty. Ltd.
 Krondorf Wines Pty. Ltd.
 La Fraternelle De Bourgogne
 RSG Beachmere Pty. Ltd.
 RSG Babvista Pty. Ltd.
 RSG Funds Management Pty Ltd
 RSG Land Group Pty Ltd
 RSG Highlands Craigholburn Pty. Ltd.
 RSG North Lakes/Marketing Pty. Ltd.
 RSG North Lakes Sales Pty. Ltd.
 Liana Cottage Pty. Ltd.
 Maglieri Wines Pty. Ltd.
 Masthead Brewing Company Pty. Ltd.
 Matua Finance Limited
 MBBC Limited
 Mega Management Pty. Ltd.
 Melbourne Brewery Company Pty. Ltd.
 Mildara Blass Holdings Inc.
 Mildara Blass Inc.
 Mildara Blass Wines Inc.
 Mildara Holdings Pty. Limited
 Moorabbin Junction Pty. Ltd.
 N.T. Brewery Pty. Ltd.
 Navistar Group Limited
 Nellie Products Pty. Ltd.
 New Crest Investments Pty. Ltd.
 Nexday Europe B.V.
 The Continental Wines and Spirits Company (N.Z.) Limited
 The Foster Brewing Co. Pty. Ltd.
 The New Zealand Wine Club Limited
 The Rothbury Estate Pty. Ltd.
 The Shamrock Brewing Company Proprietary Limited
 The Wine Exchange Limited
 The Wine Planet International Pty. Limited
 Tibsco Limited
 Tibsco Pensions Limited
 Foster's People Pty Limited
 Tract 4/5 LLC
 Nexday Pty. Limited
 North Lakes Marketing Consultancy Trust
 North Lakes Marketing Pty. Ltd.
 North Lakes Sales Agency Trust
 North Lakes Sales Pty. Ltd.
 North Napa Land Co.
 Norwood Beach Pty. Ltd.
 Nova Glen Pty. Ltd.
 Oakland Glen Pty. Ltd.
 Pica Finance Limited
 Pica Group Pty Ltd
 Pica Nominees Pty. Limited
 Pitt, Son & Badgery Pty. Ltd.
 Power Brewing Company Pty. Ltd.
 Premium Land, Inc.
 Primodan Pty. Ltd.
 Queensland Breweries Pty. Ltd.
 Rimpacific Shipping (U.K.) Ltd.
 Robertsons Well Pty. Ltd.
 Robertsons Well Unit Trust
 Rothbury Sales Pty. Ltd.
 Rothbury Wines Pty. Ltd.
 Rumar International Pty. Ltd.
 Sant Les Crus Prevendus SADCs
 Savirak Pty. Ltd.
 Seeton Pty. Ltd.
 Shanghai Foster's Brewery Co. Ltd.
 Sharden Lodge Pty. Ltd.
 Silvester Brothers (AMH) Pty. Limited
 Silvester Brothers (AMHUK) Limited
 Silvester Brothers Pty. Limited
 Societe D Investissement Du Beaujolais
 Somar Pty. Ltd.
 Stamford Hotel Pty. Ltd.
 T'Gallant Winemakers Pty. Ltd.
 Telemasters Limited
 The Australian Wine Centre Limited
 The Australian Wine Club Pty. Ltd.
 The Ballarat Brewing Company Pty. Ltd.
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.
VICD - Produtos Em Cortica, LDA
Victoria Brewery Pty. Ltd.
Vinpac International Pty. Limited
Vinpac SADCs
Vintners Imports Pty. Limited
Votz Pty. Ltd.
Voskane Pty. Ltd.
Werribee Properties (RWDS) Proprietary Limited
Whitecross Investments Pty. Ltd.
Windemere Securities Limited
Wine Planet Holdings Pty. Limited
Wine Planet Technology Pty. Limited
Winemaker's Choice Limited
Wolf Blass Wines Pty. Ltd.
Wood Hall Trust Limited
Wood Hall (Aust.) Pty. Limited
World Wine Gallery GmbH
C.U.B. Pty Ltd
00015868 Limited
02396239 Limited
151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.
The Continental Spirits Company Pty. Ltd.
AP John & Sons Pty. Ltd.
Briar Ridge Manufacturing Pty. Ltd.
Briar Ridge Vineyards Pty. Ltd.
Carlton Brewery (Fiji) Limited
Cellarmaster Wines SA
Foster's India Limited
Graymoor Estate Joint Venture
Graymoor Estate Pty. Ltd.
Graymoor Estate Unit Trust
Greg Norman Estates Joint Venture
Kangaroo Ridge Wine Company Pty. Ltd.
Matua Valley Wines Limited
Samoa Breweries Limited
Shingle Peak Wines Limited
Societe of Boutellage of Beaujolais, Macon and Bourgogne
South Pacific Distilleries Limited
Waikoukou Vineyards Limited
Wine Buzz KK

FOSTER'S GROUP LIMITED
77 Southbank Boulevard Southbank Victoria 3006 Australia
Tel 61 3 9633 2000 Fax 61 3 9633 2002 www.fostersgroup.com
ABN 49 007 620 886



11 May 2005

Foster's interest in Southcorp now 45.3%

Foster's Group Limited (Foster's) announces that its interest in Southcorp Limited (Southcorp) has increased to 45.3% through acceptances into its takeover offer for Southcorp (Offer) and through acceptance instructions held in the Institutional Acceptance Facility established by Foster's.

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	14.1%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	12.4%
Total interest in Southcorp shares	45.3%

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

Further information:

Media

Lisa Keenan
Tel: +61 3 9633 2265
Mob: 0409 150 771

Investors

Chris Knorr
Tel: +61 3 9633 2685
Mob: 0417 033 623

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

To: Company Name/Scheme Southcorp Limited (Southcorp)
ACN/ARSN ABN 80 007 722 643

1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **10 May 2005**
The previous notice was given to the company on **10 / 5 / 2005**
The previous notice was dated **10 / 5 / 2005**

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)
Ordinary Shares	236,803,201	31.8 %	244,767,268	32.9%

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
10 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	7,964,067 ordinary shares	7,964,067

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
BBW	Southcorp shareholders who have accepted the Offer.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	104,818,244 ordinary shares	104,818,244
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	104,818,244 ordinary shares	104,818,244
Foster's Group Companies	Southcorp shareholders who have accepted the Offer.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	104,818,244 ordinary shares	104,818,244
BBW	Reline Investments Pty Limited ACN 095 987 367 (Reline)	Reline	BBW has a relevant interest in shares in Southcorp of which Reline is the registered holder pursuant to the Share Sale and Purchase Agreement dated 12 January 2005 between BBW and Reline, a copy of which is contained in Annexure B to the Notice of Initial Substantial Holder dated 14 January 2005.	139,949,024 ordinary shares	139,949,024

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page 3/4

15 July 2001

Foster's; Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	Reline	Reline	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of holding, either directly or indirectly, a controlling interest in BBW.	139,949,024 ordinary shares	139,949,024
Foster's Group Companies	Reline	Reline	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares of which Reline is the registered holder by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	139,949,024 ordinary shares	139,949,024

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Dudfield

capacity: Assistant Company Secretary

sign here

R.K. Dudfield.

date 11/5/2005

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 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.

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R. K. Dudfield

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 11/5/2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs

A.C.N. 008 327 028 Pty. Ltd.

A.C.N. 008 008 528 Pty. Ltd.

A.C.N. 070 379 889 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberlon Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Amvex Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 86 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company
 Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Berlinger Blass Distribution SRL

Berlinger Blass Italia S.R.L.

Berlinger Blass Wine Estates Chile Limitada

Berlinger Blass Wine Estates Company

Berlinger Blass Wine Estates Holdings, Inc.

Berlinger Blass Wine Estates Limited (Europe)

Berlinger Blass Wine Estates Limited (NZ)

Berlinger Blass Wine Estates Limited

Berlinger Blass Wines Pty Ltd

Berlinger Blass Wine Estates Sales Company

Berlinger Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Billyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Breweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Dorrien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Cellarmasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighum Land Co. Pty. Ltd.
 Craighum Property Pty. Ltd.
 CSB Pty. Ltd.
 Data Co-ordination Centre Inc. – The Wine Exchange
 Demener Pty. Ltd.
 Denny's Strachan Mercantile Pty. Ltd.
 Deral ESC Pty. Ltd.
 Dismin Investments Pty. Ltd.
 Dreamgame Limited
 EFG Australia Pty Ltd
 EFG Finance Leasing Pty Ltd
 EFG Holdings (U.S.A.) Inc.
 EFG Investments Pty Ltd
 EFG Securities Pty Ltd
 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
 Elstone Developments Pty. Ltd.
 ESG (Enterprises) N.V.
 Etude Wines, Inc.
 Ewines Pty. Limited
 FBG (U.K.) Limited
 FBG Brewery Holdings UK Limited
 FBG Canada Limited
 FBG India Holdings Limited
 FBG International Limited
 FBG Investments Pty. Ltd.
 FBG Treasury (Aust.) Limited
 FBG Treasury (Europe) B.V.
 FBG Treasury (N.Z.) Limited
 FBG Treasury (U.K.) plc
 FBG Treasury (U.S.A.) Inc.
 FBG Vietnam Holdings Pty. Ltd.
 FGL Employee/Share Plan Pty. Ltd.
 Filehaze Pty. Ltd.
 Foster's Brewing Group (U.S.A.) Limited
 Foster's Brewing Group Pty. Ltd.
 Foster's (Cambodia) Limited
 Foster's China Pty. Ltd.
 Foster's Danang Limited
 Foster's Finance Corp.
 Foster's Group Asia Holdings Pty. Ltd.
 Foster's Group Canada Inc.
 Foster's Group New Zealand Limited
 Foster's International (N.Z.) Pty. Limited
 Foster's Sports Foundation
 Foster's Tien Giang Limited
 Foster's Vietnam Limited
 Galemaze Pty. Ltd.
 Graf von Rudesheim
 Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
 Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
 H. Jones & Co. Pty. Ltd.
 H. Maximilian Pallhuber GmbH & Co. KG
 H.P. Bulmer (Overseas Holdings) Limited
 Herve Lu Puy
 Herve Lu Puy
 Highlands Craighum Pty. Ltd.
 Hotel (FP) Pty. Ltd.
 I-Nova Consulting Pty. Ltd.
 Il Cavallieri Dei Castello Di Gabbiano SRL
 Kangaroo Ridge Wines Europe Limited
 Kawana Beach Pty. Ltd.
 Kawana Central Pty. Ltd.
 Kawana Industrial Park Pty. Ltd.
 Finnews Pty. Ltd.
 FBG Finance Limited
 FBG Holdings (U.K.) Limited
 FBG Incentive Pty. Ltd.
 FGL Insurance Company Pte Ltd
 FGL Finance (USD) Pty Ltd
 FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.
 Kawana Lakes Pty. Ltd.
 Krondorf Wines Pty. Ltd.
 La Fraternelle De Bourgogne
 RSG Beachmere Pty. Ltd.
 RSG Belvisia Pty. Ltd.
 RSG Funds Management Pty Ltd
 RSG Land Group Pty Ltd.
 RSG Highlands Craigieburn Pty. Ltd.
 RSG North Lakes Marketing Pty. Ltd.
 RSG North Lakes Sales Pty. Ltd.
 Liana Cottage Pty. Ltd.
 Maglieri Wines Pty. Ltd.
 Masthead Brewing Company Pty. Ltd.
 Matua Finance Limited
 MBBC Limited
 Mega Management Pty. Ltd.
 Melbourne Brewery Company Pty. Ltd.
 Mildara Glass Holdings Inc.
 Mildara Glass Inc.
 Mildara Glass Wines Inc.
 Mildara Holdings Pty. Limited
 Moorabbin Junction Pty. Ltd.
 N.T. Brewery Pty. Ltd.
 Navistar Group Limited
 Nellie Products Pty. Ltd.
 New Crest Investments Pty. Ltd.
 Nexday Europe B.V.
 The Continental Wines and Spirits Company (N.Z.) Limited
 The Foster Brewing Co. Pty. Ltd.
 The New Zealand Wine Club Limited
 The Rothbury Estate Pty. Ltd.
 The Shamrock Brewing Company Proprietary Limited
 The Wine Exchange Limited
 The Wine Planet International Pty. Limited
 Tibsco Limited
 Tibsco Pensions Limited
 Foster's People Pty Limited
 Tract 4/5 LLC

Nexday Pty. Limited
 North Lakes Marketing Consultancy Trust
 North Lakes Marketing Pty. Ltd.
 North Lakes Sales Agency Trust
 North Lakes Sales Pty. Ltd.
 North Napa Land Co.
 Norwood Beach Pty. Ltd.
 Nova Glen Pty. Ltd.
 Oakland Glen Pty. Ltd.
 Pica Finance Limited
 Pica Group Pty Ltd
 Pica Nominees Pty. Limited
 Pitt, Son & Badgery Pty. Ltd.
 Power Brewing Company Pty. Ltd.
 Premium Land, Inc.
 Primedon Pty. Ltd.
 Queensland Breweries Pty. Ltd.
 Rimpacific Shipping (U.K.) Ltd.
 Robertsons Well Pty. Ltd.
 Robertsons Well Unit Trust
 Rothbury Sales Pty. Ltd.
 Rothbury Wines Pty. Ltd.
 Rumar International Pty. Ltd.
 Sarl Les Crus Prevendus SADCS
 Savirax Pty. Ltd.
 Seaton Pty. Ltd.
 Shanghai Foster's Brewery Co. Ltd.
 Sharden Lodge Pty. Ltd.
 Silvester Brothers (AMH) Pty. Limited
 Silvester Brothers (AMHUK) Limited
 Silvester Brothers Pty. Limited
 Societe D Investissement DU Beaujolais
 Somar Pty. Ltd.
 Stamford Hotel Pty. Ltd.
 T'Gallant Winemakers Pty. Ltd.
 Telemasters Limited
 The Australian Wine Centre Limited
 The Australian Wine Club Pty. Ltd.
 The Ballarat Brewing Company Pty. Ltd.
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.

VICD - Produtos Em Cortica, LDA

Victoria Brewery Pty. Ltd.

Vinpac International Pty. Limited

Vinpac SADCs

Vintners Imports Pty. Limited

Voiz Pty. Ltd.

Voskane Pty. Ltd.

Warribee Properties (RWDS) Proprietary Limited

Whitecross Investments Pty. Ltd.

Windemere Securities Limited

Wine Planet Holdings Pty. Limited

Wine Planet Technology Pty. Limited

Winemaker's Choice Limited

Wolf Blas Wines Pty. Ltd.

Wood Hall Trust Limited

Wood Hall (Aust.) Pty. Limited

World Wine Gallery GmbH

C.U.B. Pty Ltd

00015868 Limited

02396239 Limited

151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.

The Continental Sprints Company Pty. Ltd.

AP John & Sons Pty. Ltd.

Brlar Ridge Manufacturing Pty. Ltd.

Brlar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmaster Wines SA

Foster's India Limited

Graymoor Estate Joint Venture

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Greg Norman Estates Joint Venture

Kangaroo Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Breweries Limited

Shingle Peak Wines Limited

Societe of Boutellage of Beaujolais, Macon and Bourgogne

South Pacific Distilleries Limited

Waihoukou Vineyards Limited

Wine Buzz KK

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11 May 2005

Foster's declares takeover offer unconditional

Foster's Group Limited (Foster's) announces that its wholly owned subsidiary Beringer Blass Wines Pty Ltd (BBW) has freed its takeover offer (Offer) for Southcorp Limited (Southcorp) from the 90% Condition contained in section 2.12(a) of its bidder's statement and, accordingly, declares that the Offer is now unconditional. Foster's also confirms that it has accelerated payment to within 3 business days of the later of the offer becoming unconditional and processing of a valid acceptance.

Foster's further announces that BBW has delivered the confirmation notice to Credit Suisse First Boston Australia Limited in accordance with the terms of the Institutional Acceptance Facility and that BBW now has a voting power in Southcorp of 50.9%. Immediately prior to issuing the confirmation notice, BBW's interest in Southcorp through acceptances into the Offer and acceptance instructions held in the Institutional Acceptance Facility was as follows:

Percentage of Southcorp shares in which Foster's had a relevant interest prior to the Offer	18.8%
Percentage of Southcorp shares the subject of acceptances under the Offer	15.1%
Percentage of Southcorp shares subject to the Institutional Acceptance Facility	17.0%
Total interest in Southcorp shares	50.9%

Foster's notes that the offer is scheduled to close at 5pm (Melbourne time) on Thursday 26 May 2005.

If Southcorp shareholders have questions in relation to the Foster's offer, or wish to obtain a replacement transfer and acceptance form, they should call the Foster's offer enquiry line on 1800 101 769 (international callers should call +61 3 9415 4242).

Ends

Further information:

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