



Tabcorp Holdings Limited  
ACN 063 780 709

5 Bowen Crescent  
Melbourne Australia 3004  
GPO Box 1943  
Melbourne Australia 3001

Telephone 61 3 9868 2100  
Facsimile 61 3 9868 2300

RECEIVED

2006 SEP -8 P 12: 27

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

31 August 2006



Securities and Exchange Co  
Division of Corporation Finan  
Mail Stop 3-2  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
USA



06016678

SUPPL

PROCESSED

Re: Tabcorp Holdings Limited -- Rule 12g3-2(b)  
Exemption  
File No. 82-3841

PROCESSED SEP 1 1 2006

THOMSON  
SEP 1 1 2006 FINANCIAL

Dear Sirs,

The enclosed information is being furnished by Tabcorp Holdings Limited ("Tabcorp") under paragraph (b) (1) (i) of Rule 12g3-2 under the Securities Exchange Act of 1934 (the "Exchange Act"). Tabcorp's file number is indicated in the upper right hand corner of each unbound page and the first page of each bound document furnished herewith. In accordance with paragraphs (b) (4) and (b) (5) of the rule, the documents furnished herewith are being furnished with the understanding that such documents will not be deemed "filed" with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission for any purpose that Tabcorp is subject to the Exchange Act.

If you have any questions with regard to this information, please contact (collect) the undersigned at +61 3 9868 2112.

Yours truly,

**Michael Scott**  
Manager Secretariat and Shareholder Relations

Enc.



Tabcorp Holdings Limited  
ACN 063 780 709

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Melbourne Australia 3004  
GPO Box 1943R  
Melbourne Australia 3001

Telephone 61 3 9868 2100  
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2006 SEP -8 P 12:17

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

31 August 2006

To: Australian Stock Exchange Limited  
Companies Announcements Platform  
20 Bridge Street  
Sydney NSW 2000

**UNiTAB LIMITED**  
**OFF-MARKET BID BY TABCORP INVESTMENTS NO.5 PTY LTD**  
**END OF OFFER PERIOD – LISTING RULE 3.3**

The offers made by Tabcorp Investments No.5 Pty Ltd (**Bidder**), in relation to its off-market bid for all of the ordinary shares in UNiTAB Limited (**UNiTAB**), closed at 7.00pm (Melbourne time) on 30 August 2006.

In accordance with ASX Listing Rule 3.3, Tabcorp gives notice that following the close of the offers:

- Bidder and its associates do not have a relevant interest in any UNiTAB shares; and
- Bidder is not entitled to and will not proceed with compulsorily acquiring any UNiTAB shares.

**Kerry Willcock**  
Executive General Manager – Corporate and Legal

**Form 605**  
Corporations Act 2001  
Section 671B

File No. 82-3841

## Notice of ceasing to be a substantial holder

To Company Name/Scheme UNITAB Limited ("UNITAB")

ACN/ARSN 085 691 738

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

Name Tabcorp Investments No.5 Pty Ltd ("Tabcorp Investments No.5") and members of the Tabcorp group listed in Annexure A ("Tabcorp Group")

ACN/ARSN (if applicable) See Annexure A

The holder ceased to be a substantial holder on 30 August 2006

The previous notice was given to the company on 30 August 2006

The previous notice was dated 30 August 2006

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)  | Consideration given in relation to change (5)   | Class (6) and number of securities affected | Person's votes affected |
|----------------|---|---|---|---|-------------------------|
| 30 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of offers (the <i>Offers</i> ) dated 21 June 2006 made under the off-market bid by Tabcorp Investments No.5 for all of the ordinary shares in UNITAB on the terms set out in the Bidder's Statement of Tabcorp Investments No.5. | Consideration determined in accordance with the terms of the Offers was only to be provided by Tabcorp Investments No.5 if the conditions to the agreements formed by acceptances of the Offers were satisfied or waived. | 4,340 ordinary shares                       | 4,340                   |
| 30 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Reduction of relevant interest as a result of withdrawal of acceptances of the Offers.  | As above.   | 530 ordinary shares                         | 530                     |
| 30 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Reduction of relevant interest resulting from the agreements formed by acceptances of the Offers becoming void (in accordance with the terms of the Offers) following the close of the offer period with unfilled conditions.   | No consideration was given in relation to the change.   | 7,474,608 ordinary shares                   | 7,474,608               |

### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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        |

### 4. Addresses

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

| Name                             | Address  |
|----------------------------------|--|
| Tabcorp Investments No.5         | Level 12, 5 Bowen Crescent, Melbourne, Victoria 3004     |
| Each member of the Tabcorp Group | c/- Level 12, 5 Bowen Crescent, Melbourne, Victoria 3004 |

**Signature**

print name Kerry Willcock

capacity Director

sign here



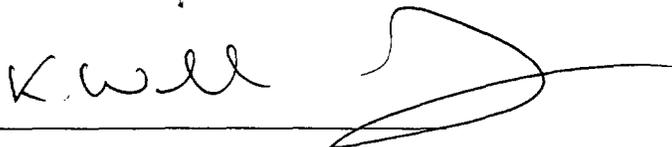
date 31 August 2006

**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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) Details of the consideration must include any and all benefits, moneys 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 2 pages referred to in the Form 605 (Notice of ceasing to be a substantial holder) in relation to UNiTAB Limited (ACN 085 691 738).

Signed:



Kerry Willcock, Director of Tabcorp Investments No.5 Pty Ltd

Date: 31 August 2006

#### Details of substantial holder

This notice is given by Tabcorp Investments No.5 on its own behalf and on behalf of each member of the Tabcorp Group, as follows:

| Entity Name   | ACN         |
|---|-------------|
| Tabcorp Holdings Limited                              | 063 780 709 |
| Tabcorp Assets Pty Ltd                                | 064 303 920 |
| Tabcorp Manager Pty Ltd                               | 064 304 016 |
| Tabcorp Participant Pty Ltd                           | 064 304 105 |
| Tahwind (Queensland) Pty Ltd                          | 064 555 899 |
| Tabcorp Online Pty Ltd                                | 092 104 786 |
| Tabcorp International Pty Ltd                         | 006 574 652 |
| Tabcorp Investments No.4 Pty Ltd                      | 108 197 084 |
| Tabcorp Investments No.2 Pty Ltd                      | 105 341 375 |
| Tabcorp International No.1 Pty Ltd                    | 114 528 308 |
| Tabcorp International No.2 Pty Ltd                    | 114 560 084 |
| Tabcorp International Services and Technology Pty Ltd | 114 560 075 |
| Tabcorp Investments Pty Ltd                           | 085 513 300 |
| Star City Holdings Limited                            | 064 054 431 |
| Star City Pty Ltd                                     | 060 510 410 |
| Star City Entertainment Pty Ltd                       | 080 574 732 |
| Sydney Harbour Casino Properties Pty Ltd              | 050 045 120 |
| Sydney Harbour Apartments Pty Ltd                     | 075 423 666 |
| Star City Investments Pty Ltd                         | 060 507 888 |
| Showboat Australia Pty Ltd                            | 061 299 625 |
| Sydney Casino Management Pty Ltd                      | 060 462 053 |
| Jupiters Limited                                      | 010 741 045 |
| Breakwater Island Limited                             | 010 271 691 |
| Jupiters Custodian Pty Ltd                            | 067 888 680 |
| Jupiters Gaming Pty Ltd                               | 071 366 446 |
| A.C.N. 082 231 383 Pty Ltd                            | 082 231 383 |
| A.C.N. 082 760 610 Pty Ltd                            | 082 760 610 |
| Jupwind Internet Gaming Pty Ltd                       | 088 541 940 |
| TAHAL Limited   | 000 005 916 |
| Jupwind International Pty Ltd                         | 055 809 302 |
| TAHA Wagering Systems Pty Ltd                         | 000 075 927 |
| ATL Pty Ltd   | 000 007 401 |

|  |             |
|--|-------------|
| TAHA Research and Development Pty Ltd            | 003 573 313 |
| TAHA Research Marketing Pty Ltd                  | 003 573 386 |
| TAHA Gaming Services Pty Ltd                     | 053 518 942 |
| TAHA Infosec Pty Ltd                             | 067 175 839 |
| Palatron Pty Ltd                                 | 003 596 174 |
| Syndicate (Co.1) Pty Ltd                         | 003 584 852 |
| TAHAL Enterprises Pty Ltd                        | 072 794 079 |
| TAHA Investor (No.2) Pty Ltd                     | 053 998 191 |
| TAHA Investor (No.4) Pty Ltd                     | 053 990 962 |
| TAHA Investor (No.5) Pty Ltd                     | 053 991 307 |
| TAHA Investor (No.6) Pty Ltd                     | 056 466 703 |
| TAHA Gaming Machines Pty Ltd                     | 062 579 613 |
| Jupiters Gaming (NSW) Pty Ltd                    | 003 992 327 |
| Club Gaming Systems (Holdings) Pty Ltd           | 051 404 007 |
| TAHA Microelectronics Pty Ltd                    | 003 263 170 |
| TAHA New Media Pty Ltd                           | 084 703 702 |
| Hotel Gaming Systems Pty Ltd                     | 084 703 079 |
| Sunshinelink Pty Ltd                             | 084 230 035 |
| Radcoy (No.1) Limited                            | 006 539 797 |
| Penchant Pty Ltd                                 | 052 356 591 |
| Macquarie Syndication (No.1) Pty Ltd             | 055 839 015 |
| TAHA Technology & Environmental Services Pty Ltd | 102 895 652 |
| Tab Limited                                      | 081 765 308 |
| Data Monitoring Services (NSW) Pty Ltd           | 088 341 440 |
| Tahwind E-NSW Pty Ltd                            | 088 616 764 |
| Thithpolanga Pty Ltd                             | 098 527 363 |
| Sky Channel Pty Ltd                              | 009 136 010 |
| Tahwind Employee Share Plan Pty Ltd              | 089 733 335 |
| Tahwind Marketing Pty Ltd                        | 002 334 401 |
| Tahwind Channel Marketing Pty Ltd                | 000 092 277 |
| Tahwind Racing Productions Pty Ltd               | 086 439 205 |
| 2KY Broadcasters Pty Ltd                         | 000 820 057 |
| Tahwind Australia International Racing Pty Ltd   | 058 310 231 |
| Tahwind Racing Productions (NSW) Pty Ltd         | 090 534 231 |
| Airsales Pty Ltd                                 | 002 195 208 |
| Jupwind Superannuation Pty Ltd                   | 064 432 926 |
| Jupwind.com Pty Ltd                              | 091 584 226 |
| Tabcorp Employee Share Administration Pty Ltd    | 064 458 224 |
| TAHA Superannuation (No. 2) Pty Ltd              | 065 041 303 |
| TAHA Superannuation (No. 3) Pty Ltd              | 070 046 641 |
| TAHA Superannuation Pty Ltd                      | 001 197 931 |
| Tahwind Staff Superannuation Pty Ltd             | 065 448 277 |
| Tahwind Superannuation Pty Ltd                   | 005 070 619 |
| Tahwind Superannuation Company Pty Ltd           | 065 600 446 |

**Form 604**  
Corporations Act 2001  
Section 671B

**File No. 82-3841**

**Notice of change of interests of substantial holder**

To Company Name/Scheme UNITAB Limited ("UNITAB")

ACN/ARSN 085 691 738

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

Name Tabcorp Investments No.5 Pty Ltd ("Tabcorp Investments No.5") and members of the Tabcorp group listed in Item 1 of Annexure A ("Tabcorp Group")

ACN/ARSN (if applicable) See Item 1 of Annexure A

There was a change in the interests of the substantial holder on

See Annexure A

The previous notice was given to the company on 15 August 2006

The previous notice was dated 15 August 2006

**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                | 1,376,694       | 1.03%            | 7,470,798      | 5.60%            |
|                         |                 |                  |                |                  |

**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  |
|--------------------------|--|--------------------------|---|---|--------------------------|
| See Item 2 of Annexure A | See Item 2 of Annexure A               | See Item 2 of Annexure A | See Item 2 of Annexure A                      | See Item 2 of Annexure A                | See Item 2 of Annexure A |
|                          |  |                          |   |   |                          |

**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           |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|--------------------------|
| See Item 3 of Annexure A    | See Item 3 of Annexure A        | See Item 3 of Annexure A                       | See Item 3 of Annexure A        | See Item 3 of Annexure A       | See Item 3 of Annexure A |
|                             |                                 |  |                                 |                                |                          |

**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 persons named in this form are as follows:

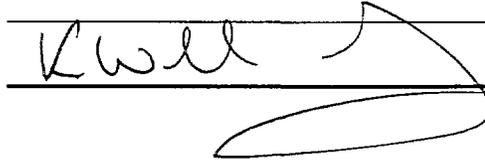
| Name                             | Address  |
|----------------------------------|--|
| Tabcorp Investments No.5         | Level 12, 5 Bowen Crescent, Melbourne, Victoria 3004     |
| Each member of the Tabcorp Group | c/- Level 12, 5 Bowen Crescent, Melbourne, Victoria 3004 |

**Signature**

print name Kerry Willcock

capacity Director

sign here



date 30 August 2006

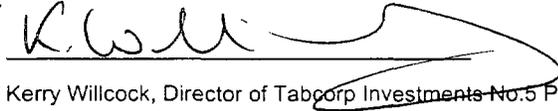
**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on 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.

This is Annexure A of 6 pages referred to in the Form 604 (Notice of change of interests of substantial holder) in relation to UNITAB Limited (ACN 085 691 738).

Signed:



Kerry Willcock, Director of Tabcorp Investments No.5 Pty Ltd

Date: 30 August 2006

1. Details of substantial holder

This notice is given by Tabcorp Investments No.5 on its own behalf and on behalf of each member of the Tabcorp Group, as follows:

| Entity Name   | ACN         |
|---|-------------|
| Tabcorp Holdings Limited                              | 063 780 709 |
| Tabcorp Assets Pty Ltd                                | 064 303 920 |
| Tabcorp Manager Pty Ltd                               | 064 304 016 |
| Tabcorp Participant Pty Ltd                           | 064 304 105 |
| Tahwind (Queensland) Pty Ltd                          | 064 555 899 |
| Tabcorp Online Pty Ltd                                | 092 104 786 |
| Tabcorp International Pty Ltd                         | 006 574 652 |
| Tabcorp Investments No.4 Pty Ltd                      | 108 197 084 |
| Tabcorp Investments No.2 Pty Ltd                      | 105 341 375 |
| Tabcorp International No.1 Pty Ltd                    | 114 528 308 |
| Tabcorp International No.2 Pty Ltd                    | 114 560 084 |
| Tabcorp International Services and Technology Pty Ltd | 114 560 075 |
| Tabcorp Investments Pty Ltd                           | 085 513 300 |
| Star City Holdings Limited                            | 064 054 431 |
| Star City Pty Ltd                                     | 060 510 410 |
| Star City Entertainment Pty Ltd                       | 080 574 732 |
| Sydney Harbour Casino Properties Pty Ltd              | 050 045 120 |
| Sydney Harbour Apartments Pty Ltd                     | 075 423 666 |
| Star City Investments Pty Ltd                         | 060 507 888 |
| Showboat Australia Pty Ltd                            | 061 299 625 |
| Sydney Casino Management Pty Ltd                      | 060 462 053 |
| Jupiters Limited                                      | 010 741 045 |
| Breakwater Island Limited                             | 010 271 691 |
| Jupiters Custodian Pty Ltd                            | 067 888 680 |
| Jupiters Gaming Pty Ltd                               | 071 366 446 |
| A.C.N. 082 231 383 Pty Ltd                            | 082 231 383 |

|  |             |
|--|-------------|
| A.C.N. 082 760 610 Pty Ltd                       | 082 760 610 |
| Jupwind Internet Gaming Pty Ltd                  | 088 541 940 |
| TAHAL Limited                                    | 000 005 916 |
| Jupwind International Pty Ltd                    | 055 809 302 |
| TAHA Wagering Systems Pty Ltd                    | 000 075 927 |
| ATL Pty Ltd                                      | 000 007 401 |
| TAHA Research and Development Pty Ltd            | 003 573 313 |
| TAHA Research Marketing Pty Ltd                  | 003 573 386 |
| TAHA Gaming Services Pty Ltd                     | 053 518 942 |
| TAHA Infosec Pty Ltd                             | 067 175 839 |
| Palatron Pty Ltd                                 | 003 596 174 |
| Syndicate (Co.1) Pty Ltd                         | 003 584 852 |
| TAHAL Enterprises Pty Ltd                        | 072 794 079 |
| TAHA Investor (No.2) Pty Ltd                     | 053 998 191 |
| TAHA Investor (No.4) Pty Ltd                     | 053 990 962 |
| TAHA Investor (No.5) Pty Ltd                     | 053 991 307 |
| TAHA Investor (No.6) Pty Ltd                     | 056 466 703 |
| TAHA Gaming Machines Pty Ltd                     | 062 579 613 |
| Jupiters Gaming (NSW) Pty Ltd                    | 003 992 327 |
| Club Gaming Systems (Holdings) Pty Ltd           | 051 404 007 |
| TAHA Microelectronics Pty Ltd                    | 003 263 170 |
| TAHA New Media Pty Ltd                           | 084 703 702 |
| Hotel Gaming Systems Pty Ltd                     | 084 703 079 |
| Sunshinelink Pty Ltd                             | 084 230 035 |
| Radcoy (No.1) Limited                            | 006 539 797 |
| Penchant Pty Ltd                                 | 052 356 591 |
| Macquarie Syndication (No.1) Pty Ltd             | 055 839 015 |
| TAHA Technology & Environmental Services Pty Ltd | 102 895 652 |
| Tab Limited                                      | 081 765 308 |
| Data Monitoring Services (NSW) Pty Ltd           | 088 341 440 |
| Tahwind E-NSW Pty Ltd                            | 088 616 764 |
| Thithpolanga Pty Ltd                             | 098 527 363 |
| Sky Channel Pty Ltd                              | 009 136 010 |
| Tahwind Employee Share Plan Pty Ltd              | 089 733 335 |
| Tahwind Marketing Pty Ltd                        | 002 334 401 |
| Tahwind Channel Marketing Pty Ltd                | 000 092 277 |
| Tahwind Racing Productions Pty Ltd               | 086 439 205 |
| 2KY Broadcasters Pty Ltd                         | 000 820 057 |
| Tahwind Australia International Racing Pty Ltd   | 058 310 231 |
| Tahwind Racing Productions (NSW) Pty Ltd         | 090 534 231 |
| Airsales Pty Ltd                                 | 002 195 208 |
| Jupwind Superannuation Pty Ltd                   | 064 432 926 |

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|   |             |
|---|-------------|
| Jupwind.com Pty Ltd                           | 091 584 226 |
| Tabcorp Employee Share Administration Pty Ltd | 064 458 224 |
| TAHA Superannuation (No. 2) Pty Ltd           | 065 041 303 |
| TAHA Superannuation (No. 3) Pty Ltd           | 070 046 641 |
| TAHA Superannuation Pty Ltd                   | 001 197 931 |
| Tahwind Staff Superannuation Pty Ltd          | 065 448 277 |
| Tahwind Superannuation Pty Ltd                | 005 070 619 |
| Tahwind Superannuation Company Pty Ltd        | 065 600 446 |

## 2. Changes in relevant interests

| Date of change | Person whose relevant interest changed                        | Nature of change  | Consideration given in relation to change  | Class and number of securities affected | Person's votes affected |
|----------------|---|---|--|---|-------------------------|
| 15 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of offers (the <i>Offers</i> ) dated 21 June 2006 made under the off-market bid by Tabcorp Investments No.5 for all of the ordinary shares in UNITAB on the terms set out in the Bidder's Statement of Tabcorp Investments No.5. | Consideration determined in accordance with the terms of the Offers will be provided by Tabcorp Investments No.5, if the conditions to the agreements formed by acceptances of the Offers are satisfied or waived. | 3,120 ordinary shares                   | 3,120                   |
| 16 August 2006 | Tabcorp investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers.   | As above.  | 7,249 ordinary shares                   | 7,249                   |
| 16 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Reduction of relevant interest as a result of withdrawal of acceptances of the Offers.  | As above.  | 1,060 ordinary shares                   | 1,060                   |
| 17 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers.   | As above.  | 7,700 ordinary shares                   | 7,700                   |
| 18 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers.   | As above.  | 1,525 ordinary shares                   | 1,525                   |
| 21 August 2006 | Tabcorp investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers.   | As above.  | 5,225 ordinary shares                   | 5,225                   |
| 21 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Reduction of relevant interest as a result of withdrawal of acceptances of the Offers.  | As above.  | 2,120 ordinary shares                   | 2,120                   |
| 22 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers.   | As above.  | 1,060 ordinary shares                   | 1,060                   |
| 23 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers.   | As above.  | 2,290 ordinary shares                   | 2,290                   |

|                |   |   |           |                           |           |
|----------------|---|---|-----------|---------------------------|-----------|
| 24 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers. | As above. | 52,621 ordinary shares    | 52,621    |
| 25 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers. | As above. | 1,060 ordinary shares     | 1,060     |
| 28 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers. | As above. | 5,340 ordinary shares     | 5,340     |
| 29 August 2006 | Tabcorp Investments No.5 and each member of the Tabcorp Group | Increase of relevant interest as a result of acceptances of the Offers. | As above. | 6,010,094 ordinary shares | 6,010,094 |

3. Present relevant interests

| Holder of relevant interest  | Registered holder of securities  | Person entitled to be registered as holder | Nature of relevant interest   | Class and number of securities   | Person's votes   |
|--|--|--|---|----------------------------------|------------------|
| <p>Tabcorp Investments No.5 and each member of the Tabcorp Group</p> | <p>Persons to whom the Offers were made who have accepted the Offers</p> | <p>Tabcorp Investments No.5</p>            | <p>Tabcorp Investments No.5 has a relevant interest under section 608(1) of the Corporations Act pursuant to acceptances of the Offers</p> <p>Tabcorp Investments No.5's power to vote or dispose of the UNITAB shares is qualified in certain respects until Tabcorp Investments No.5 becomes the registered holder of those shares. Details of the circumstances in which Tabcorp Investments No.5 may exercise the power to vote the shares prior to becoming the registered holder of the shares are set out in the Bidder's Statement of Tabcorp Investments No.5. Tabcorp Investments No.5 will not become the registered holder of those shares unless the conditions to the agreements formed by acceptances of the Offers are satisfied or waived.</p> <p>Tabcorp Holdings Limited is, under section 608(3)(b) of the Corporations Act, taken to have a relevant interest by reason of controlling Tabcorp Investments No.5.</p> <p>Each other member of the Tabcorp Group is, under section 608(3)(a) of the Corporations Act, taken to have a relevant interest by reason of having voting power (through the relevant interest of its associate, Tabcorp Holdings Limited) above 20% in Tabcorp Investments No.5.</p> | <p>7,470,798 ordinary shares</p> | <p>7,470,798</p> |