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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

15 December 2006

Securities and Exchange Commission  
Division of Corporation Finance  
Mail Stop 3-2  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
USA**SUPPL**

06019464

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

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 the undersigned at +61 3 9868 2112.

Yours truly,

**PROCESSED**

DEC 26 2006

THOMSON  
FINANCIAL**Michael Scott**  
General Manager Secretariat and Shareholder Relations

Enc.

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Rule 3.19A.2

# Appendix 3Y

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

## Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

|                |                          |
|----------------|--------------------------|
| Name of entity | Tabcorp Holdings Limited |
| ABN            | 66 063 780 709           |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                     |                  |
|---------------------|------------------|
| Name of Director    | Paula Jane Dwyer |
| Date of last notice | 21 December 2005 |

### Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust.

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |   |
|---|---|
| Direct or indirect interest   | 20,000 ordinary shares in Tabcorp Holdings Limited ("ordinary shares") held indirectly by Roble Pty Ltd as trustee for the Happell Family Trust |
| Nature of indirect interest (including registered holder)<br>Note: Provide details of the circumstances giving rise to the relevant interest. | Same as above   |
| Date of change  | 8 December 2006   |
| No. of securities held prior to change  | 10,000 ordinary shares held indirectly by Roble Pty Ltd as trustee for the Happell Family Trust   |
| Class   | Ordinary shares   |
| Number acquired   | 10,000 ordinary shares  |
| Number disposed   | NIL   |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and estimated valuation  | \$16.341 per ordinary share   |
| No. of securities held after change   | 20,000 ordinary shares held indirectly by Roble Pty Ltd as trustee for the Happell Family Trust   |

+ See chapter 19 for defined terms.

11/3/2002

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**Appendix 3Y**  
**Change of Director's Interest Notice**

|  |                        |
|--|------------------------|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <b>On-market trade</b> |
|--|------------------------|

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |                |
|---|----------------|
| <b>Detail of contract</b>   | Not applicable |
| <b>Nature of interest</b>   | Not applicable |
| <b>Name of registered holder (if issued securities)</b>   | Not applicable |
| <b>Date of change</b>   | Not applicable |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | Not applicable |
| <b>Interest acquired</b>  | Not applicable |
| <b>Interest disposed</b>  | Not applicable |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   | Not applicable |
| <b>Interest after change</b>  | Not applicable |

+ See chapter 19 for defined terms.