

VEDDERPRICE

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222 NORTH LASALLE STREET
CHICAGO, ILLINOIS 60601
312-609-7500
FAX: 312-609-5005

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2008 JUL 10 A 2:05

CHICAGO • NEW YORK CITY • WASHINGTON, D.C. • ROSELAND, NJ

COREY L. ZARSE
312-609-7785
czarse@vedderprice.com

OFFICE OF THE CLERK
U.S. SUPREME COURT

July 9, 2008

VIA FEDEX

Securities and Exchange Commission
Division of Corporation Finance
Office of International Corporate Finance
100 F Street N.E.
Washington, D.C. 20549



SUPPL

Re: **File No. 82-34758**
Henderson Group plc (f/k/a HHG plc) Exemption
Pursuant to Rule 12g3-2(b) of the Securities Exchange Act of 1934, as amended

Ladies and Gentlemen:

This letter is being furnished to the Securities and Exchange Commission (the "Commission") on behalf of Henderson Group plc (f/k/a HHG plc), a company incorporated under the laws of England and Wales ("Henderson"), pursuant to Rule 12g3-2(b)(1)(iii) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As required under the rule, the documents listed on the attached Schedule A includes information that Henderson has made or is required to be made public, distributed to security holders or filed with the UK Listing Authority, the UK Registrar of Companies, the Australian Stock Exchange or the Australian Securities Investment Commission. In accordance with paragraphs (b)(4) and (b)(5) of Rule 12g3-2, this letter and the documents furnished herewith are being furnished with the understanding that such letter and documents will not be deemed "filed" with the 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 Henderson is subject to the Exchange Act.

Please feel free to contact me at your earliest convenience if you have any questions or need any additional information. In addition, please date stamp the enclosed copy of this cover letter and return it in the enclosed self-addressed, stamped envelope.

PROCESSED
JUL 14 2008 A
THOMSON REUTERS

Very truly yours,

Corey L. Zarse

CLZ/kc
Enclosures
cc: Mr. Chris Yarbrough

CHICAGO/#1653101.12

SCHEDULE A

**DOCUMENTS MADE OR REQUIRED TO BE MADE PUBLIC, DISTRIBUTED TO
SECURITY HOLDERS OR FILED WITH THE UK LISTING AUTHORITY, THE
UK REGISTRAR OR COMPANIES, THE AUSTRALIAN STOCK EXCHANGE OR
THE AUSTRALIAN SECURITIES INVESTMENT COMMISSION
BY HENDERSON GROUP PLC**

- Henderson Group plc – Annual Return dated May 29, 2008
- Henderson Group plc – Return of Allotment of Shares dated May 30, 2008
- Henderson Group plc – Notification of Major Interests in Shares dated June 4, 2008
- Henderson Group plc – Update of Number of Securities Quoted on ASX, Voting Rights and Capital dated July 1, 2008

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SECURITIES
COMMISSION



363a

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2008 JUL 10 A 2:06

Please complete in typescript, or in bold black capitals.

Annual Return

CHFP010

Company Number

2072534

Company Name in full

Henderson Group plc

Date of this return

The information in this return is made up to

Day Month Year 2 9 0 5 2 0 0 8

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here.

Companies House will then send a form at the appropriate time.

Day Month Year

Registered Office

Show here the address at the date of this return.

4 Broadgate

Any change of registered office must be notified on form 287.

Post town

London

County / Region

UK Postcode

EC2M 2DA

Principal business activities

Show trade classification code number(s) for the principal activity or activities.

6512

If the code number cannot be determined, give a brief description of principal activity.



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland

DX 235 Edinburgh

Company No 2072534

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Computershare Investor Services Plc, The Pavilions,
 Bridgwater Road
 Post town Bristol
 County / Region UK Postcode BS99 7NH

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

Post town
 County / Region UK Postcode

Company type

- Public limited company
- Private company limited by shares
- Private company limited by guarantee without share capital
- Private company limited by shares exempt under section 30
- Private company limited by guarantee exempt under section 30
- Private unlimited company with share capital
- Private unlimited company without share capital

}

Please tick the appropriate box

Company Secretary

(Please photocopy this area to provide details of joint secretaries).

* Voluntary details.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Details of a new company secretary must be notified on form 288a.

Name • Style / Title Mr
 Forename(s) Steven John
 Surname O'Brien
 Address 3 The Bennetts, Culverden Down
 Post town Tunbridge Wells
 County / Region UK Postcode TN4 9RX
 Country



Directors*Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Name * Style / Title Mr

Date of birth

Day	Month	Year
1	5	01 1946

Forename(s) Gerald Paul

Surname Aherne

Address 95 Prince of Wales Mansions, Princes of Wales Drive

Post town London

County / Region _____ UK Postcode SW11 4BL

Country _____ Nationality British

Business occupation Fund Manager

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Name * Style / Title _____

Date of birth

Day	Month	Year
1	2	05 1942

Forename(s) Duncan George Robin

Surname Ferguson

Address Clive Wood Farm, Clive

Post town Shrewsbury

County / Region Shropshire UK Postcode SY4 5PR

Country England Nationality British

Business occupation Actuary

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Directors*Please list directors in alphabetical order.*

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Name * Style / Title Mr

Date of birth

Day	Month	Year
08	01	1960

Forename(s) Nicholas Toby

Surname Hiscock

Address 49 Burlington Avenue

Post town Kew

County / Region Surrey UK Postcode TW9 4DG

Country England Nationality English

Business occupation Chartered Accountant

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Name * Style / Title Mr

Date of birth

Day	Month	Year
11	12	1953

Forename(s) Anthony Charles

Surname Hotson

Address Aubrey House, Church Street, Wadenhoe

Post town Peterborough

County / Region _____ UK Postcode PE8 5ST

Country England Nationality British

Business occupation Consultant

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company No 2072534

Directors*Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Name * Style / Title Mr

Date of birth

Day	Month	Year
2	3	0 1 1 9 4 8

Forename(s) Rupert Lascelles

Surname Pennant-Rea

Address 59, Cranmer Court, Whiteheads Grove

Post town London

County / Region England UK Postcode SW3 3HW

Country United Kingdom Nationality British

Business occupation Company Director

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details.

Name * Style / Title _____

Date of birth

Day	Month	Year
1	4	1 0 1 9 3 8

Forename(s) David John Seymour

Surname Rogues

Address High Down, Cokes Lane

Post town Chalfont St Giles

County / Region Buckinghamshire UK Postcode HP8 4TQ

Country _____ Nationality British

Business occupation Company Director

BLUEPRINT

One/Two/3

Company No 2072534

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</i>
Ordinary	725,034,635	£90,629,329.38
Totals	725,034,635	90,629,329.38

List of past and present shareholders

(use attached schedule where appropriate)
A full list is required if one was not included with either of the last two returns.

There were no changes in the period

on paper

in another format

A list of changes is enclosed

A full list of shareholders is enclosed

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed

[Signature]

Date

13/06/2008

† Please delete as appropriate.

† ~~director~~ / secretary

When you have signed the return send it with the fee to the Registrar of Companies.
Cheques should be made payable to Companies House.

This return includes

continuation sheets.

(enter number)

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Henderson Secretarial Services Limited, 4 Broadgate,

London, EC2M 2DA, England

Tel

DX number

DX exchange

BLUEPRINT

One4Print

Henderson Group plc - Schedule 5 - Subsidiary Undertakings as at 31 December 2007

Name	Country	Percentage Owned by Henderson Group plc
Advizas Limited	United Kingdom	100%
Bookey Isaacs & Co. Limited (in liquidation)	United Kingdom	100%
Guthrie Herrington & Company Limited (in liquidation)	United Kingdom	100%
Henderson (Buchanan Galleries) Limited	United Kingdom	100%
Henderson (Bull Ring) Limited	United Kingdom	100%
Henderson (Potteries) Limited (in liquidation)	United Kingdom	100%
Henderson Administration Limited	United Kingdom	100%
Henderson Administration Services Limited	United Kingdom	100%
Henderson Alternative Investment Advisor Limited	United Kingdom	100%
Henderson Asset Management Limited	United Kingdom	100%
Henderson Beteiligung Verwaltungs-GmbH	Germany	100%
Henderson BR Birmingham Limited	United Kingdom	100%
Henderson BRLP1 Limited	United Kingdom	100%
Henderson BRLP2 Limited	United Kingdom	100%
Henderson BRLP3 Limited	United Kingdom	100%
Henderson Buchanan plc	United Kingdom	100%
Henderson Enhanced Index (UK GP) Limited	United Kingdom	100%
Henderson Equity Partners (GP) Limited	United Kingdom	100%
Henderson Equity Partners Funds Limited	Jersey	100%
Henderson Equity Partners India Private Limited	India	100%
Henderson Equity Partners Jersey (GP) Limited	Jersey	100%
Henderson Equity Partners Limited	United Kingdom	100%
Henderson European Retail Property Fund Management s.a.r.l	Luxembourg	100%
Henderson Finances	United Kingdom	100%
Henderson Fund Management (Luxembourg) S.A.	Luxembourg	100%
Henderson Fund Management plc	United Kingdom	100%
Henderson Fund Management Stakeholder GP Limited (in liquidation)	United Kingdom	100%
Henderson Funds Management (Jersey) Limited	Jersey	100%
Henderson Global Investors (France) SAS	France	100%
Henderson Global Investors (Holdings) plc	United Kingdom	100%
Henderson Global Investors (Hong Kong) Limited	Hong Kong	100%
Henderson Global Investors (International Holdings) B.V.	Netherlands	100%
Henderson Global Investors (Ireland) Limited	Ireland	100%
Henderson Global Investors (Japan) KK	Japan	100%
Henderson Global Investors (Jersey) 2 Limited	Jersey	100%
Henderson Global Investors (Jersey) Limited	Jersey	100%
Henderson Global Investors (North America) Inc.	United States	100%
Henderson Global Investors (Singapore) Limited	Singapore	100%
Henderson Global Investors (Schweiz) AG	Switzerland	100%
Henderson Global Investors Asset Management Limited	United Kingdom	100%
Henderson Global Investors B.V.	Netherlands	100%
Henderson Global Investors Equity Planning Inc.	United States	100%
Henderson Global Investors GP IV LLC	United States	100%
Henderson Global Investors GP, LLC	United States	100%
Henderson Global Investors Immobilien Austria GmbH	Austria	65%
Henderson Global Investors Investment Holdings Pty Limited	Australia	100%
Henderson Global Investors Limited	United Kingdom	100%
Henderson Global Investors SGR Spa	Italy	100%
Henderson Holdings Limited	United Kingdom	100%

Henderson Group plc - Schedule 5 - Subsidiary Undertakings as at 31 December 2007

Henderson Indirect Property Fund (Europe) Management S.a.r.l	Luxembourg	100%
Henderson International Finance Limited	United Kingdom	100%
Henderson International Holdings Limited	Jersey	100%
Henderson International Inc.	United States	100%
Henderson Invest Limited (in liquidation)	United Kingdom	100%
Henderson Investment Funds Limited	United Kingdom	100%
Henderson Investment Management Limited	United Kingdom	100%
Henderson Investors Limited	United Kingdom	100%
Henderson Management SA	Luxembourg	100%
Henderson Matador LP General Partner Limited	United Kingdom	100%
Henderson Portfolio Managers Limited	United Kingdom	100%
Henderson Property Management (Jersey) Limited	Jersey	100%
Henderson Property Management (Luxembourg) No.1 S.a.r.l	Luxembourg	100%
Henderson Real Estate Strategy Limited	United Kingdom	100%
Henderson Secretarial Services Limited	United Kingdom	100%
Henderson Technology Ventures Limited (in liquidation)	United Kingdom	100%
Henderson Unit Trusts Limited	United Kingdom	100%
HEP (GP) Limited	United Kingdom	100%
HGP2 Limited	United Kingdom	100%
HGP3 Limited	United Kingdom	100%
HGP4 Limited	United Kingdom	100%
HGP5 Limited	United Kingdom	100%
HHG (V-I) Limited	United Kingdom	100%
HHG European Holdings Limited (in liquidation)	United Kingdom	100%
HHG Finance Services Limited (in liquidation)	United Kingdom	100%
HHG International Holdings Limited (in liquidation)	United Kingdom	100%
HHG Invest PLC (in liquidation)	United Kingdom	100%
HHG Limited (in liquidation)	United Kingdom	100%
HPC Nominees Limited	United Kingdom	100%
LF Nominees Limited (in liquidation)	United Kingdom	100%
Michie European Holdings BV (in liquidation)	Netherlands	100%
Pacemaker Limited (in liquidation)	United Kingdom	100%
Tisdale Life Consultants Limited (in liquidation)	United Kingdom	100%
UKFP (Asia) HK Limited	Hong Kong	100%
UKFP (Asia) Holdings Limited	Cayman Islands	100%
UKFP (Asia) Limited	Hong Kong	100%
UKFP (Asia) Nominees Limited	Virgin Islands, British	100%
UKFP (Asia) Services Limited	Hong Kong	100%
UKFP Fraser Smith Limited (in liquidation)	United Kingdom	100%
UKFP Investment Management Limited (in liquidation)	United Kingdom	100%
UKFP Mortgage Services Limited (in liquidation)	United Kingdom	100%
UKFP Nominees Limited (in liquidation)	United Kingdom	100%
UKFP Offshore Services Limited (in liquidation)	United Kingdom	100%
UKLS Financial Planning Limited	United Kingdom	100%
UKLS Interactive (SA) (Pty) Ltd	South Africa	100%
UKLS Investment Services 2 Limited (in liquidation)	United Kingdom	100%
UKLS Investment Services Limited (in liquidation)	United Kingdom	100%
UKLS Investor 1 Limited (in liquidation)	United Kingdom	100%
UKLS Investor 2 Limited (in liquidation)	United Kingdom	100%
UKLS Investor 3 Limited	United Kingdom	100%
Uppercrest Limited (in liquidation)	United Kingdom	100%
Astor UK Limited (in liquidation)	Cayman Islands	100%
Henderson Entity One Limited (in liquidation)	United Kingdom	100%
Henderson Entity Two Limited (in liquidation)	United Kingdom	100%
Henderson Entity Three Limited (in liquidation)	United Kingdom	100%

Henderson Group plc - Schedule 5 - Subsidiary Undertakings as at 31 December 2007

HEP Infrastructure (GP) Limited	United Kingdom	100%
HEP Developments (GP) Limited	United Kingdom	100%
HEP Projects (GP) Limited	United Kingdom	100%
Henderson Global Investors (Australia) Limited	Australia	100%
Henderson Asia-Pacific Indirect Property Fund Management Sarl	Luxembourg	100%

88(2)

(Revised 2005)

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Please complete in typescript,
or in bold black capitals.

Return of Allotment of Shares

CHFP010

Company Number

2072534

Company Name in full

Henderson Group plc

Shares allotted (including bonus shares):

(see Guidance Booklet GBA8)

Date or period during which shares
were allotted

(if shares were allotted on one date enter that
date in the "from" box)

From			To								
Day	Month	Year	Day	Month	Year						
3	0	0	5	2	0	0	8				

Class of shares:

(ordinary or preference etc)

Number allotted

39,984

Nominal value of each share

£0.125

Amount (if any) paid or due on each
share (including any share premium)

£1.2795

Ordinary		
	39,984	
	£0.125	
	£1.2795	

List the names and addresses of the allottees and the number and class of
shares allotted to each overleaf

If the allotted shares (including bonus shares) are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as
paid up

% (if any) that each share is to be paid
up in cash

Consideration for which the shares
were allotted

(This information must be supported by the original
or a certified copy of the contract or by Form 88(3) if
the contract is not in writing)

Companies House receipt date barcode

When you have completed and signed the form please
send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh or LP - 4 Edinburgh 2

Company No 2072534

Names and addresses of the allottees

Shareholder details (list joint allottees as one shareholder)	Shares and share class allotted	
Name(s) THE PUBLIC	Class of shares allotted £0.125 Ordinary	Number allotted 39,984
Address HSDL Nominees Limited, Trinity Road, Halifax, United Kingdom		
UK postcode HX1 2RG		
Name(s)	Class of shares allotted	Number allotted
Address		
UK postcode		
Name(s)	Class of shares allotted	Number allotted
Address		
UK postcode		
Name(s)	Class of shares allotted	Number allotted
Address		
UK postcode		

Please enter the number of continuation sheets (if any) attached to this form

0

Signed _____

Date _____

** A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor

** Please delete as appropriate

Contact Details

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Henderson Secretarial Services Limited, 4 Broadgate,	
London, EC2M 2DA, England	
Tel	
DX number	DX exchange



Financial Services Authority

Henderson Group plc

4 June 2008

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10 JUL 2008

Attached is a notification which was required to be announced under London Stock Exchange Listing Rules.

TR-1: NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:	Henderson Group plc	
2. Reason for the notification (please tick the appropriate box or boxes)		
An acquisition or disposal of voting rights	<input checked="" type="checkbox"/>	
An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>	
An event changing the breakdown of voting rights	<input type="checkbox"/>	
Other (please specify): Initial Notification of shareholding under Transparency Directive	<input type="checkbox"/>	
3. Full name of person(s) subject to the notification obligation:	Barclays PLC	
4. Full name of shareholder(s) (if different from 3.):	Barclays Global Investors Australia Ltd Gerrard Investment Management Ltd	
5. Date of the transaction (and date on which the threshold is crossed or reached if different):	30 May 2008	

6. Date on which issuer notified:	4 June 2008
7. Threshold(s) that is/are crossed or reached:	6%
8. Notified details:	

A: Voting rights attached to shares

Class/type of shares if possible using the ISIN CODE	Situation previous to the Triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights	
				Direct	Indirect	Direct	Indirect
Ordinary Shares of 10 pence each	43,090,861	43,090,861	43,208,004		43,208,004		6.00%

B: Financial Instruments

Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date	Exercise/ Conversion Period/ Date	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

Total (A+B)

Number of voting rights	% of voting rights
43,208,004	6.00%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:

Barclays Global Investors Australia Ltd
Gerrard Investment Management Ltd

Proxy Voting:

10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	
13. Additional information:	
14. Contact name:	Geoff Smith
15. Contact telephone number:	020 7116 2913



**Update of number of securities quoted on ASX,
Voting Rights and Capital**

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MILBANK TOWNSEND
LLP

1 July 2008

The attached form provides an update to the number of CDIs quoted on the ASX and the net transfers to the CDI register during June 2008.

In conformity with Rule 5.6.1 of the UK Disclosure and Transparency Rules we would also like to notify the market of the following:

On 30 June 2008, Henderson Group plc's capital consisted of 725,121,381 shares with voting rights. Henderson Group plc holds 5,000,000 shares in Treasury.

Therefore, the total number of voting rights in Henderson Group plc was 720,121,381 on 30 June 2008.

The above figure, 720,121,381, may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, Henderson Group plc under the FSA's Disclosure and Transparency Rules.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Henderson Group plc

ABN

30 106 988 836

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | *Class of *securities issued or to be issued | CHES Depository Interests (CDIs) |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued | 427,929,426 At 31 May 2008
6,383,905 Net transfers
434,313,331 At 30 June 2008 |
| 3 | Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion) | CDIs over fully paid ordinary shares quoted on the London Stock Exchange (LSE) |

+ See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	Yes				
	If the additional securities do not rank equally, please state:					
	<ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
5	Issue price or consideration	N/A				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Net transfers of securities between CDIs and ordinary shares listed on LSE				
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	Various dates during June 2008				
8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="789 1402 1060 1434">Number</th> <th data-bbox="1060 1402 1328 1434">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="789 1434 1060 1644">434,313,331</td> <td data-bbox="1060 1434 1328 1644">CDIs</td> </tr> </tbody> </table>	Number	*Class	434,313,331	CDIs
Number	*Class					
434,313,331	CDIs					

+ See chapter 19 for defined terms.

	Number	+Class
9	725,121,381	Fully paid ordinary shares quoted on the LSE
10	Same as existing securities	

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders
- 25 If the issue is contingent on *security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do *security holders sell their entitlements *in full* through a broker?
- 31 How do *security holders sell *part* of their entitlements through a broker and accept for the balance?

+ See chapter 19 for defined terms.

32 How do *security holders dispose of their entitlements (except by sale through a broker)?

33 *Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 A copy of any trust deed for the additional *securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
*quotation is sought

39 Class of *securities for which
quotation is sought

40 Do the *securities rank equally in
all respects from the date of
allotment with an existing *class
of quoted *securities?

If the additional securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next
dividend, (in the case of a
trust, distribution) or interest
payment
- the extent to which they do
not rank equally, other than in
relation to the next dividend,
distribution or interest
payment

41 Reason for request for quotation
now

Example: In the case of restricted securities, end
of restriction period

(if issued upon conversion of
another security, clearly identify
that other security)

42 Number and *class of all
*securities quoted on ASX
(including the securities in clause
38)

Number	*Class
<input type="text"/>	<input type="text"/>

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 1 July 2008

(Director/ Company Secretary)

Print name: Steven O'Brien

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+ See chapter 19 for defined terms.