

Form 604

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

TO Company Name/Scheme Folkestone Limited (FLK)
 ACN/ARSN 004 715 226

1. Details of substantial holder(1)

Name Trustees Australia Limited as Responsible Entity for Lanyon Australia Value Fund
 ACN/ARSN (if applicable) Trustees Australia Limited ACN010 653 862, Lanyon Australian Value Fund ARSN 151 492 849

There was a change in the interests of the substantial holder on 08/12/2014
 The previous notice was given to the company on 19/03/2014
 The previous notice was dated 19/03/2014

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	29,496,722	5.37%	50,855,529	7.61%
Correction to Previous Notice	29,496,722	5.65%		

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
04/04/2014	Lanyon Australian Value Fund	On Market Purchase	\$69,367.00	355,000 Ordinary F/P	355,000
07/04/2014	Lanyon Australian Value Fund	On Market Purchase	\$8,802.00	45,000 Ordinary F/P	45,000
09/04/2014	Lanyon Australian Value Fund	On Market Purchase	\$393,305.24	2,010,763 Ordinary F/P	2,010,763
28/11/2014	Lanyon Australian Value Fund	Institutional Offer Purchase	\$2,269,830.40	11,349,152	11,349,152
08/12/2014	Lanyon Australian Value Fund	Rights Entitlement	\$1,519,830.20	7,599,151	7,599,151
		Total:	\$4,261,134.80	21,359,066	21,359,066

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
Trustees Australia Limited as Responsible Entity for Lanyon Australian Value Fund	Australian Equity Trustees Limited ABN 84 007 869 794 Custodian	Trustees Australia Limited as Responsible Entity for Lanyon Australian Value Fund	Direct	Ordinary F/P	30,396,604
Philanthropic Investors Club Pty Ltd as Trustee for Philanthropic Investors Fund	Philanthropic Investors Club Pty Ltd as Trustee for Philanthropic Investors Fund	Philanthropic Investors Club Pty Ltd as Trustee for Philanthropic Investors Fund	Direct	Ordinary F/P	1,510,882

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)	Name of association

6. Addresses

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

Name	Address
Trustees Australia Limited	Level 1, 41 Edward Street, Brisbane QLD 4000
Australian Executor Trustees Limited	Level 22, 207 Kent Street, Sydney NSW 2000
Lanyon Australian Value Fund	Level 12, 167 Macquarie Street, Sydney NSW 2000
The Trustee for Philanthropic Investors Fund	Level 18, Como Office Tower, 644 Chapel Street, South Yarra VIC 3141

Signature

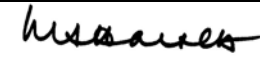
print name

Michael Hackett

capacity

Director

sign here



date 08/12/2014