



**Annexure 2A
Annexure 3B**

BSX Listing Rules

Issuance and/or Quotation of Additional Securities Application

References Version 3, Operative 26/8/2005
Chapter 2, BSX Listing Rules

Instructions:

An entity issuing new or additional securities and/or seeking quotation of securities must complete and return this annexure to BSX.

An entity applying for quotation of additional or new securities must also complete and return an Annexure 2B to BSX.

Please complete the sections of the application that are relevant to your entity. If there is not enough space attach extra sheets.

Please note that information and documents (including this annexure) given to BSX in support of an application become BSX's property and may be made public.

Name of entity

ACN, ARBN or ARSN

Bellarine Peninsula Community Branch Ltd	089107657
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Part 1 - All issues

1	Number of securities issued or to be issued	\$800,000
2	Class of securities issued or to be issued	Fully Paid Ordinary
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)	Full Paid Ordinary
4	Date of allotment of the additional securities	01/10/2008

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5	Dates of despatch of certificates	27th October 2008
6	Number of holders of the additional securities	209
7	Issue price of the additional securities	0
8	Purpose of the issue. (If issued upon conversion of another security, clearly identify that other security. If issued as consideration for the acquisition of assets, clearly identify those assets.)	Bonus Issue
9	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:	Yes
	<ul style="list-style-type: none"> the date from which they do; 	
	<ul style="list-style-type: none"> the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment; 	
	<ul style="list-style-type: none"> the voting rights of the additional securities; 	
	<ul style="list-style-type: none"> the rights of the additional securities to participate in the new issues of securities. 	
10	Number and class of all securities quoted on BSX (including the securities in clause 1 if they are to be quoted)	\$ 1200000
11	Number and class of all securities not quoted on BSX (including the securities in clause 1 if they are not to be quoted)	N/A

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12	___ Executed restriction agreements (refer to Annexure 8A)	N/A
13	___ Undertakings from a bank or recognised trustee.	N/A

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Part 2 - Bonus issue or pro rata issue

14	Is security holder approval required?	No
15	Is the issue renounceable or non-renounceable	nonrenounceable
16	Ratio in which the securities will be offered	2 For 1 (two for one)
17	Class of securities to which the offer relates	ordinary Fully paid
18	Record date to determine entitlements	
19	Will holdings on different registers be aggregated for determining entitlements?	No
20	Policy for deciding entitlements in relation to fractions	N/A
21	Names of countries in which the entity has security holders who will not be sent new issue documents	NIL
22	Closing date for the receipt of acceptances and renunciations	N/A
23	Names of any underwriters	N/A
24	Amount of any underwriting fee or commission	NIL
25	Names of any brokers to the issue	NIL

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26	Fee or commission payable to the broker to the issue	NIL
27	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	NIL
28	If the issue is subject to security holders approval, the date of the meeting	N/A.
29	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to person entitled	N/A
30	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	N/A
31	Date rights trading will begin (if applicable)	N/A
32	Date rights trading will end (if applicable)	N/A
33	How do security holders sell their entitlements in full through a broker?	N/A
34	How do security holders sell part of their entitlements through a broker and accept for the balance?	N/A
35	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
36	Despatch date	27 / 10 / 2008

Part 3 - Quotation of securities

This part is to be completed only if this is an application to quote the securities

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- 37 Type of securities (Please tick)
- 37.1 Securities described in Part 1 (and Part 2 if applicable)
- 37.2 All other securities (e.g., restricted securities at the end of the escrow period, employee incentive share securities when restriction ends, securities issued on conversion or expiry of convertible securities)

Quotation fees

38 Cheque for fees.

If 37.1 has been ticked

Additional Securities Forming a New Class of Securities

Tick the information or documents you are providing

Indicate where the information or document can be found? (eg, prospectus cross reference)

<p>39 <input type="checkbox"/> A specimen certificate/issuer sponsor holding statement</p>	<p>N/A</p>
<p>40 <input type="checkbox"/> The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.</p>	<p>N/A</p>
<p>41 <input type="checkbox"/> A distribution schedule of the additional securities setting out the number of holders in the categories:</p> <p style="padding-left: 40px;">1-1,000</p> <p style="padding-left: 40px;">1,001-5,000</p> <p style="padding-left: 40px;">5,001-10,000</p> <p style="padding-left: 40px;">10,001-100,000</p> <p style="padding-left: 40px;">100,001 and over</p>	<p>N/A</p>



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42	A copy of any trust deed for the additional securities.	N/A
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If 37.2 has been ticked, please complete the following

43	Class of securities for which quotation is sought	N/A		
44	Number of securities for which quotation is sought	N/A		
45	<p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally specify:</p> <ul style="list-style-type: none"> - the date from which they do - the extent to which they participate for the next dividend (or 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 	N/A		
46	Reason for the request for quotation of these securities now	N/A		
		<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">Number</td> <td style="width: 50%; border: none;">Class</td> </tr> </table>	Number	Class
Number	Class			
47	Number and class of all securities listed on BSX (including those given in points 43 and 44 above)	N/A		

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Signed:  (Director/Company Secretary)  (Director/Company Secretary)

Print name: Karen Woodhart R. J. Hayes

Dated: 23-10-08

