



References Issued 30/8/2000
Chapter 1, BSX Listing Rules

Application for Admission to the BSX Official List

Instructions

An entity seeking admission to the BSX official list must complete and return this annexure 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 Limited	ACN 089 107 657
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We apply for admission to the BSX official list and for the quotation of securities.

General

1	Type of entity (<i>tick one</i>)	Company	Trust
		Yes	No
2	Main class of securities	Number	Class
		400,000	Ordinary
3	Additional securities to be quoted	Number to be quoted	Class
		Nil	Nil
4	Additional securities not to be quoted	Number not to be quoted	Class
		Nil	Nil
5	Postal address for all correspondence	Bellarine Peninsula Community Branch Limited 44 Newcombe Street Portarlinton, Vic 3223	
6	Telephone number	(03) 5259 3266	

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7	General fax number	(03) 5259 3277
8	Fax number for confirmation of release of information to the BSX market	(03) 5259 3277
9	Address of principal security registry for each class of security	Bendigo Bank Share Register PO Box 480 Bendigo VIC 3552
10	Annual balance date	30 th June

Companies Only

11	Name and title of chief executive officer/managing director.	Ian Faulkner – Branch Manager
12	Name and title of chairperson of directors.	Ann Elizabeth Nichol - Chairman
13	Name of all directors	Ann Elizabeth Nichol Karen Ann Woodhart Justine Paige Finlay Russell Robert Enders Stephen Matthew Thew Francis Joseph Kelloway James Anthony Farrell Robert John Hynes Steven Charles Schultze
14	Duration of appointment of directors and details of any entitlement to participate in profits.	2 years as set out in the attached Policy Document. Nil director participation in profits.
15	Name and title of company secretary	Karen Ann Woodhart – Company Secretary

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16	Place of incorporation	Victoria
17	Date of incorporation	16 August 1999
18	Legislation under which incorporated	The Corporations Law
19	Address of registered office	44 Newcombe Street, Portarlington Vic 3223
20	Month in which annual general meeting is usually held	November
21	Months in which dividends are usually paid (or are intended to be paid)	November

22 – 33 are to be answered by Trusts only. Therefore these items have no relevance for this BSX listing application.

About the Entity

Tick the information or documents you are providing

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

34	<input type="checkbox"/> Evidence of compliance with 20 cent minimum issue price or sale price and spread requirements	Refer original Prospectus and copy of current Share Register attached
35	<input type="checkbox"/> Prospectus, offer information statement or information memorandum relevant to the application	Information Memorandum
36	<input type="checkbox"/> Cheque for listing and quotation fees	Attached
37	<input type="checkbox"/> Type of securities register the entity will operate	Computerised at Share Registry Office C/- Bendigo Bank Ltd P.O Box 480 Bendigo Vic 3552

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38	___ Copies of any contracts referred to in the prospectus, offer information statement or information memorandum (including any underwriting agreement)	Franchise Agreement with Bendigo Bank (copy enclosed – not for publication) and lease of premises (both referred to in the Information Memorandum)
39	___ A certified copy of any restriction agreement entered into in relation to restricted securities	Nil
40	___ Where there are restricted securities, any undertaking issued by a bank or recognised trustee	Not applicable as request for no restricted securities
41	___ Certificate of incorporation (in the case of a company)	Copy attached to Company Constitution
42	___ Certificate of registration (in the case of a trust)	Not applicable
43	___ Copy of entity's constitution	Attached
43A	___ Brief history of entity, or if applicable, the group	Community Bank branch (of Bendigo Bank)

About the Securities to be Quoted

Tick the information or documents you are providing

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

44	___ Confirmation that the securities to be quoted are eligible to be quoted under the listing rules	Information Memorandum (note waivers sought)
45	___ Voting rights of securities to be quoted	Information Memorandum and Constitution

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46	___ Specimen certificate/holding statement of each class of securities to be quoted	Enclosed
47	___ Terms of securities to be quoted	Not applicable
48	___ Statement setting out the names of the 20 largest holders in each class of securities to be quoted and the number and percentage of each class of securities held by those holders	See Share Register
49	___ Distribution schedule of each class of equity securities to be quoted, 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	See Share Register
50	___ The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price	See Share Register
51	___ Terms of any debt securities and convertible debt securities	Not applicable
52	___ Trust deed for any debt securities and convertible debt securities	Not applicable
53	___ Trusts only – if the trust is not a registered managed investment scheme, ASIC exemption in relation to buy-back provisions	Not applicable

All Entities with Assets not Readily Valued

Any entity that has acquired, or entered into an agreement to acquire, an asset that is not readily valued provide BSX with the following information

Tick the information or documents you are providing

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

54	___ The name of the vendor and details of any relationship of the vendor with the applicant	Not applicable but note Information Memorandum – see Franchise Agreement as major transaction
55	___ If the vendor was not the beneficial owner of the asset at the time of the acquisition, the name of the beneficial owner and the details of the relationship of the beneficial owners to the applicant	Not applicable
56	___ The date the vendor acquired the asset	6 September 1999
57	___ The method by which the vendor acquired the asset, including whether by agreement, exercise of option or otherwise	See Franchise Agreement
58	___ The date the entity acquired the asset from the vendor, the consideration passing directly or indirectly to the vendor and whether the consideration has been provided in full by the applicant	See Franchise Agreement
59	___ Full details of the asset, including any title particulars	See Franchise Agreement

About the Entity's Capital Structure

Tick the information or documents you are providing

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

60	___ A copy of the entity's register of members, if required by BSX	Attached – see Share Register
61	___ A copy of any court orders in relation to a reorganisation of the entity's capital in the last three years	Not applicable
62	___ The terms of any employee incentive scheme	Not applicable
63	___ The terms of any dividend or distribution plan	See Constitution and Franchise Agreement
64	___ The terms of any securities that will not be quoted	Not applicable
65	___ The entity's issued capital (interests), showing separately each class of security, the amount paid up on each class, the issue price, the dividend (or distribution) and voting rights attaching to each class and the conversion terms (if applicable)	See Information Memorandum, Constitution, Share Register and Franchise Agreement
66	___ The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)	Not applicable

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67	<p>___ The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)</p>	Not applicable
68	<p>___ The number of the entity's options to acquire unissued securities, showing the number outstanding</p>	Not applicable
69	<p>___ Details of any rights granted to any person, or to any class of persons, to participate in any issue of the entity's securities</p>	Not applicable
70	<p>___ If the entity has any child entities, a list of all child entities stating in each case the name, the nature of its business and the entity's holding in it.</p>	Not applicable

About the Entity's Financial Position

Applicants relying on the profit test should complete items 71 to 76. Applicants relying on the assets test should complete items 77 to 82.

Tick the information or documents you are providing

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

Profits Test

71	___ Evidence that the applicant is a going concern or the successor of a going concern	See Financial Statements
72	___ Evidence that the applicant has been in the same main business activity for the last 3 full financial years or details of how its business has changed and its aggregated profit for the last 3 full financial years	See Annual Reports 2002, 2003 and 2004 plus financials for Year Ended 30/6/04 (Audited)
73	___ Audited financial statements for the last 3 full financial years and audit reports	See Annual Reports 2002, 2003 & 2004 plus financials for Year Ended 30/06/04 (Audited)
74	___ Last half yearly financial statement (if required) and audit report or review	See question 72
75	___ Pro forma balance sheet and review	See question 72
76	___ Statement from all directors or all directors of the responsible entity or management company confirming profit from continuing operations	The directors confirm that the company has traded profitably since last reporting date and have an expectation based on the information available that that this will continue. The directors are unaware of any circumstances likely to negatively impact on this assumption.

Assets Test

77	___ Evidence of net tangible assets of at least \$500,000 after deducting the costs of fundraising or likely market capitalisation of at least \$1million at the time of admission	See Waiver requested
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78	<p>___ Evidence that there are commitments to spend at least half of the entity's cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)</p>	Not applicable
79	<p>___ A statement that there is enough working capital to carry out the entity's stated objectives (and a statement by an independent expert, if required by BSX)</p>	Not applicable
80	<p>___ A statement that entity's business is developed to the point it is reasonably likely it will generate revenue from ordinary activities within 3 years of admission (and a statement by an independent expert, if required by BSX)</p>	Not applicable
81	<p>___ Financial statements for the last 3 full financial years and audit report or review or a statement that not audited or not reviewed</p>	See previous notes – Question 72
82	<p>___ Pro forma balance sheet and review</p>	See previous notes – Question 72

Entity's Business Plan and Level of Operations

Tick the information or documents you are providing

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

83	<p>___ Details of the entity's existing and proposed activities and level of operations. State the main business</p>	See Information Memorandum
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84	<p>___ Details of any issues of the entity's securities (in all classes) in the last three financial years. Indicate issues for consideration other than cash.</p>	<p>Not applicable as shares previously issued pursuant to prospectus dated 7/9/99 that expired 7/9/00</p>
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Information Memorandum Requirements

Tick the information or documents you are providing

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

85	<p>___ The signature of every director and proposed director of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director of the responsible entity or management company)</p>	<p>Refer Information Memorandum page 28 & 29</p>
86	<p>___ The date the information memorandum is signed</p>	<p>Refer Information Memorandum front page: dated 17 January 2005</p>
87	<p>___ Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity or management company) in the promotion of the entity, or in the property acquired or proposed to be acquired by it</p>	<p>Not applicable</p>
88	<p>___ If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity</p>	<p>Not applicable</p>

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89	___ Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Refer Information Memorandum 7.8 Consents
90	___ A statement that BSX does not take responsibility for the contents of the information memorandum	Refer Information Memorandum front page (2 nd paragraph)
91	___ A statement that the fact that BSX may admit the entity to its official list is not to be taken in any way as an indication of the merits of the entity	Refer Information Memorandum at 1.4

92	___ If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Refer Information Memorandum 7.8 Consents
93	___ A statement that the entity has not raised any capital for the three months before the date of the issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum	Refer Information Memorandum at 1.3 page 1

<p>94 ___ A statement that a supplementary information memorandum will be issued if the entity becomes aware of any of the following between the issue of the information memorandum and the date the entity's securities are quoted or reinstated:</p> <ul style="list-style-type: none"> • a material statement in the information memorandum is false or misleading • there is a material omission from the information memorandum • there has been a significant change affecting a matter included in the information memorandum • a significant new matter has arisen and it would have been required to be included in the information memorandum 	<p>Refer Information Memorandum at 1.5 page 2</p>
<p>95 ___ If there is a supplementary information memorandum it must include:</p> <ul style="list-style-type: none"> • correction of any deficiency • details of any material omission, change or new matter • a prominent statement that it is a supplementary information memorandum 	<p>Not applicable</p>

	<ul style="list-style-type: none"> • the signature of every director, or proposed director, of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director or the responsible entity or management company) • the date the supplementary information memorandum is signed 	
96	___ Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum	Not applicable
97	___ Evidence that the supplementary information memorandum was sent to every person who was sent an information memorandum	Not applicable

Other Information

Tick the information or documents you are providing

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

98	___ Details of any contracts entered into between the applicant and any of its directors (if a trust, the directors of the responsible entity or management company)	Disclosed in Information Memorandum
99	___ A copy of every prospectus issued, and every information memorandum circulated, in the last five years	Attached – see copy of initial prospectus dated 6 September 1999. No further prospectus have been issued

100 _____ Information not covered elsewhere and which, in terms of BSX listing rule 3.1, is likely to materially affect the price or value of the applicant's securities

Refer Prohibited Shareholder provisions in constitution and mentioned in Information memorandum

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

Print name:

Dated: