

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme BRICKWORKS LIMITEDACN/ARSN 000 028 526**1. Details of substantial holder(1)**Name WASHINGTON H. SOUL PATTINSON AND COMPANY LIMITEDACN/ARSN (if applicable) 000 028 728There was a change in the interests of the  
substantial holder on 02 /11 /2009The previous notice was given to the company on 17 /11 /1992The previous notice was dated 17 /11 /1992**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         | 6,812,806       | 51.72%           | 70,896,583     | 48.15%           |
|                         |                 |                  |                |                  |

**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 |
|----------------|--|----------------------|---|---|-------------------------|
|                | Refer to                               |                      |   |   |                         |
|                | Annexure A                             |                      |   |   |                         |
|                | attached                               |                      |   |   |                         |

**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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|                             | Refer to                        |  |                                 |                                |                |
|                             | Annexure A                      |  |                                 |                                |                |
|                             | attached                        |  |                                 |                                |                |

**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) | Nature of association |
|-----------------------------------|-----------------------|
| Refer to Annexure A               |                       |
| attached                          |                       |

**6. Addresses**

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

| Name                | Address |
|---------------------|---------|
| Refer to Annexure A |         |
| attached            |         |

**Signature**

print name Ian David BLOODWORTH

capacity COMPANY SECRETARY

sign here



date 04 / 11 / 2009

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

To: Brickworks Limited

ACN: 000 028 526

Details of substantial holder - Washington H. Soul Pattinson and Company Limited ACN 000 002 728

**3. Changes in relevent interests**

| Date of Change | Person whose relevant interest changed | Nature of Change               | Consideration relating to change | Class & number of securities | Person's votes affected |
|----------------|--|--------------------------------|----------------------------------|------------------------------|-------------------------|
| 09-Feb-94      | Millane Pty Ltd                        | on market purchase             | 351,132.00                       | 10,000 ordinary              | 10,000                  |
| 08-Mar-94      | Millane Pty Ltd                        | on market purchase             | 34,306.00                        | 1,000 ordinary               | 1,000                   |
| 18-May-94      | T G Millner Holdings Pty Ltd           | on market purchase             | 277,575.90                       | 10,000 ordinary              | 10,000                  |
| 18-May-94      | Allanlea Pty Ltd                       | on market purchase             | 138,737.50                       | 5,000 ordinary               | 5,000                   |
| 23-Jul-97      | Hugh Dixon                             | Resigned from WHSP Board       | n/a                              | (1,386) ordinary             | (1,386)                 |
| 23-Jul-97      | Dixon Trust Pty Ltd                    | Assoc. of Hugh Dixon           | n/a                              | (39,430) ordinary            | (39,430)                |
| 20-Nov-98      | James S Millner                        | Resigned from WHSP Board       | n/a                              | (7,084) ordinary             | (7,084)                 |
| 21-Oct-99      | T G Millner Holdings Pty Ltd           | on market purchase             | 75,800.17                        | 1,932 ordinary               | 1,932                   |
| 03-May-99      | J S Millner Holdings Pty Ltd           | on market purchase             | 397,370.00                       | 10,000 ordinary              | 10,000                  |
| 24-Nov-99      | Hexham Holdings Pty Ltd                | on market purchase             | 382,280.00                       | 10,000 ordinary              | 10,000                  |
| 01-Mar-00      | T G Millner Holdings Pty Ltd           | on market purchase             | 413,485.00                       | 10,000 ordinary              | 10,000                  |
| 14-Jul-00      | J S Millner Holdings Pty Ltd           | on market purchase             | 538,253.63                       | 13,044 ordinary              | 13,044                  |
| 18-Dec-00      | Washington H Soul Pattinson & Co Ltd   |                                | -                                | 59,080,626 ordinary          | 59,080,626              |
| 18-Dec-00      | Allanlea Pty Ltd                       |                                | -                                | 45,000 ordinary              | 45,000                  |
| 18-Dec-00      | Hexham Holdings Pty Ltd                |                                | -                                | 90,000 ordinary              | 90,000                  |
| 18-Dec-00      | J S Millner Holdings Pty Ltd           | fully paid share into          | -                                | 1,609,128 ordinary           | 1,609,128               |
| 18-Dec-00      | Lineage Pty Ltd                        | 10 fully paid shares           | -                                | 90,000 ordinary              | 90,000                  |
| 18-Dec-00      | Millane Pty Ltd                        |                                | -                                | 211,626 ordinary             | 211,626                 |
| 18-Dec-00      | T G Millner Holdings Pty Ltd           |                                | -                                | 393,570 ordinary             | 393,570                 |
| 18-Dec-00      | Tyneside Pty Ltd                       |                                | -                                | 2,988 ordinary               | 2,988                   |
| 24-May-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 43,494.53                        | 7,542 ordinary               | 7,542                   |
| 25-May-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 14,175.21                        | 2,458 ordinary               | 2,458                   |
| 30-May-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 57,367.80                        | 10,000 ordinary              | 10,000                  |
| 04-Jun-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 56,361.20                        | 10,000 ordinary              | 10,000                  |
| 05-Jun-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 4,622.14                         | 835 ordinary                 | 835                     |
| 06-Jun-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 442.92                           | 80 ordinary                  | 80                      |
| 07-Jun-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 33,019.25                        | 5,965 ordinary               | 5,965                   |
| 08-Jun-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 21,892.87                        | 3,955 ordinary               | 3,955                   |
| 25-Jun-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 96,669.60                        | 17,000 ordinary              | 17,000                  |
| 29-Nov-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 242,795.92                       | 40,000 ordinary              | 40,000                  |
| 03-Dec-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 229,929.85                       | 37,826 ordinary              | 37,826                  |
| 17-Dec-01      | J S Millner Holdings Pty Ltd           | on market purchase             | 60,799.48                        | 10,000 ordinary              | 10,000                  |
| 21-Mar-02      | J S Millner Holdings Pty Ltd           | on market purchase             | 121,297.47                       | 17,000 ordinary              | 17,000                  |
| 31-Aug-07      | Estate Late J S Millner                | Est. became entitled to shares | n/a                              | 1,350,083 ordinary           | 1,350,083               |
| 18-Apr-02      | J S Millner Holdings Pty Ltd           | on market purchase             | 210,924.00                       | 30,000 ordinary              | 30,000                  |
| 18-Apr-02      | T G Millner Holdings Pty Ltd           | on market purchase             | 281,232.00                       | 40,000 ordinary              | 40,000                  |
| 11-Sep-02      | Hexham Holdings Pty Ltd                | on market purchase             | 65,718.71                        | 10,000 ordinary              | 10,000                  |
| 12-Sep-02      | J S Millner Holdings Pty Ltd           | on market purchase             | 65,723.73                        | 10,000 ordinary              | 10,000                  |
| 25-Sep-09      | J S Millner Holdings Pty Ltd           | on market purchase             | 180,594.00                       | 30,000 ordinary              | 30,000                  |
| 29-Apr-03      | Millane Pty Ltd                        | on market purchase             | 168,329.13                       | 25,000 ordinary              | 25,000                  |
| 29-Apr-03      | J S Millner Holdings Pty Ltd           | on market purchase             | 168,329.13                       | 25,000 ordinary              | 25,000                  |
| 09-May-03      | T G Millner Holdings Pty Ltd           | on market purchase             | 212,546.93                       | 30,000 ordinary              | 30,000                  |
| 09-May-03      | J S Millner Holdings Pty Ltd           | on market purchase             | 531,367.32                       | 75,000 ordinary              | 75,000                  |
| 28-Nov-03      | J S Millner Holdings Pty Ltd           | on market purchase             | 80,601.91                        | 10,165 ordinary              | 10,165                  |
| 02-Dec-03      | J S Millner Holdings Pty Ltd           | on market purchase             | 94,851.20                        | 11,798 ordinary              | 11,798                  |
| 03-Dec-03      | J S Millner Holdings Pty Ltd           | on market purchase             | 24,421.15                        | 3,037 ordinary               | 3,037                   |
| 26-Feb-04      | J S Millner Holdings Pty Ltd           | on market purchase             | 84,415.80                        | 10,000 ordinary              | 10,000                  |
| 01-Mar-04      | J S Millner Holdings Pty Ltd           | on market purchase             | 131,849.44                       | 16,000 ordinary              | 16,000                  |
| 10-Mar-04      | J S Millner Holdings Pty Ltd           | on market purchase             | 426,760.95                       | 50,000 ordinary              | 50,000                  |
| 10-Mar-04      | T G Millner Holdings Pty Ltd           | on market purchase             | 128,028.29                       | 15,000 ordinary              | 15,000                  |
| 10-Mar-04      | Millane Pty Ltd                        | on market purchase             | 128,028.29                       | 15,000 ordinary              | 15,000                  |
| 27-Aug-04      | J S Millner Holdings Pty Ltd           | on market purchase             | 331,029.45                       | 30,000 ordinary              | 30,000                  |
| 27-Aug-04      | Millane Pty Ltd                        | on market purchase             | 110,343.15                       | 10,000 ordinary              | 10,000                  |
| 21-Feb-05      | J S Millner Holdings Pty Ltd           | on market purchase             | 9,379.00                         | 800 ordinary                 | 800                     |
| 22-Feb-05      | J S Millner Holdings Pty Ltd           | on market purchase             | 48,908.10                        | 4,200 ordinary               | 4,200                   |
| 23-Feb-05      | J S Millner Holdings Pty Ltd           | on market purchase             | 64,523.82                        | 5,535 ordinary               | 5,535                   |
| 24-Feb-05      | J S Millner Holdings Pty Ltd           | on market purchase             | 42,141.57                        | 3,615 ordinary               | 3,615                   |
| 25-Feb-05      | J S Millner Holdings Pty Ltd           | on market purchase             | 1,123.94                         | 97 ordinary                  | 97                      |
| 01-Mar-05      | T G Millner Holdings Pty Ltd           | on market purchase             | 175,339.80                       | 15,000 ordinary              | 15,000                  |
| 01-Mar-05      | J S Millner Holdings Pty Ltd           | on market purchase             | 584,466.00                       | 50,000 ordinary              | 50,000                  |
| 15-Dec-05      | Hexham Holdings Pty Ltd                | on market purchase             | 311,364.00                       | 25,000 ordinary              | 25,000                  |
| 15-Dec-05      | T G Millner Holdings Pty Ltd           | on market purchase             | 311,364.00                       | 25,000 ordinary              | 25,000                  |
| 15-Dec-05      | J S Millner Holdings Pty Ltd           | on market purchase             | 623,973.46                       | 50,100 ordinary              | 50,100                  |
| 12-Apr-06      | Hexham Holdings Pty Ltd                | on market purchase             | 316,386.00                       | 25,000 ordinary              | 25,000                  |
| 12-Apr-06      | T G Millner Holdings Pty Ltd           | on market purchase             | 253,108.80                       | 20,000 ordinary              | 20,000                  |
| 12-Apr-06      | J S Millner Holdings Pty Ltd           | on market purchase             | 316,386.00                       | 25,000 ordinary              | 25,000                  |
| 12-Apr-06      | Millane Pty Ltd                        | on market purchase             | 253,108.80                       | 20,000 ordinary              | 20,000                  |
| 06-Oct-06      | J S Millner Holdings Pty Ltd           | on market purchase             | 579,326.73                       | 50,000 ordinary              | 50,000                  |
| 06-Oct-06      | Millane Pty Ltd                        | on market purchase             | 173,828.25                       | 15,000 ordinary              | 15,000                  |
| 16-Oct-06      | T G Millner Holdings Pty Ltd           | on market purchase             | 173,828.25                       | 15,000 ordinary              | 15,000                  |

| Date of Change | Person whose relevant interest changed | Nature of Change    | Consideration relating to change | Class & number of securities |          | Person's votes affected |
|----------------|--|---------------------|----------------------------------|------------------------------|----------|-------------------------|
| 29-Mar-07      | J S Millner Holdings Pty Ltd           | on market purchase  | 526,305.60                       | 40,000                       | ordinary | 40,000                  |
| 27-Sep-07      | J S Millner Holdings Pty Ltd           | on market purchase  | 196,008.51                       | 14,144                       | ordinary | 14,144                  |
| 28-Sep-07      | J S Millner Holdings Pty Ltd           | on market purchase  | 259,903.02                       | 18,767                       | ordinary | 18,767                  |
| 02-Oct-07      | J S Millner Holdings Pty Ltd           | on market purchase  | 73,377.92                        | 5,294                        | ordinary | 5,294                   |
| 03-Oct-07      | J S Millner Holdings Pty Ltd           | on market purchase  | 53,081.92                        | 3,832                        | ordinary | 3,832                   |
| 04-Oct-07      | J S Millner Holdings Pty Ltd           | on market purchase  | 110,804.68                       | 7,963                        | ordinary | 7,963                   |
| 27-Dec-07      | J S Millner Holdings Pty Ltd           | on market purchase  | 390,636.75                       | 30,000                       | ordinary | 30,000                  |
| 11-Feb-08      | J S Millner Holdings Pty Ltd           | on market purchase  | 191,165.66                       | 18,000                       | ordinary | 18,000                  |
| 13-Feb-08      | J S Millner Holdings Pty Ltd           | on market purchase  | 21,148.03                        | 2,000                        | ordinary | 2,000                   |
| 13-Feb-08      | Millane Pty Ltd                        | on market purchase  | 63,286.17                        | 6,000                        | ordinary | 6,000                   |
| 14-Feb-08      | Millane Pty Ltd                        | on market purchase  | 42,070.12                        | 4,000                        | ordinary | 4,000                   |
| 27-Mar-08      | T G Millner Holdings Pty Ltd           | on market purchase  | 97,935.33                        | 10,000                       | ordinary | 10,000                  |
| 27-Mar-08      | J S Millner Holdings Pty Ltd           | on market purchase  | 195,871.08                       | 20,000                       | ordinary | 20,000                  |
| 27-Mar-08      | Millane Pty Ltd                        | on market purchase  | 97,935.33                        | 10,000                       | ordinary | 10,000                  |
| 06-Apr-09      | J S Millner Holdings Pty Ltd           | on market purchase  | 199,089.00                       | 20,000                       | ordinary | 20,000                  |
| 06-Apr-09      | Estate Late J S Millner                | on market purchase  | 99,544.50                        | 10,000                       | ordinary | 10,000                  |
| 02-Nov-09      | Allanlea Pty Ltd                       | Share Purchase Plan | 14,991.60                        | 1,209                        | ordinary | 1,209                   |
| 02-Nov-09      | Hexham Holdings Pty Ltd                | Share Purchase Plan | 14,991.60                        | 1,209                        | ordinary | 1,209                   |
| 02-Nov-09      | Estate Late J S Millner                | Share Purchase Plan | 14,991.60                        | 1,209                        | ordinary | 1,209                   |
| 02-Nov-09      | J S Millner Holdings Pty Ltd           | Share Purchase Plan | 14,991.60                        | 1,209                        | ordinary | 1,209                   |
| 02-Nov-09      | Lineage Pty Ltd                        | Share Purchase Plan | 14,991.60                        | 1,209                        | ordinary | 1,209                   |
| 02-Nov-09      | Millane Pty Ltd                        | Share Purchase Plan | 14,991.60                        | 1,209                        | ordinary | 1,209                   |
| 02-Nov-09      | T G Millner Holdings Pty Ltd           | Share Purchase Plan | 14,991.60                        | 1,209                        | ordinary | 1,209                   |
| 02-Nov-09      | Tyneside Pty Ltd                       | Share Purchase Plan | 14,991.60                        | 1,209                        | ordinary | 1,209                   |

## 4. Present relevant interests

| Holder of relevant interest  | Registered holder of securities      | Person entitled to be registered as holder | Nature of relevant interest | Class & number of securities |          | Person's votes affected |
|------------------------------|--------------------------------------|--|-----------------------------|------------------------------|----------|-------------------------|
| W H Soul Pattinson & Co Ltd  | Washington H Soul Pattinson & Co Ltd | WHSP & Co Ltd                              | Direct Holding              | 65,645,140                   | ordinary | 65,645,140              |
| Allanlea Pty Ltd             | Allanlea Pty Ltd                     | Allanlea Pty Ltd                           | Deemed interest s.608       | 51,209                       | ordinary | 51,209                  |
| Hexham Holdings Pty Ltd      | Hexham Holdings Pty Ltd              | WHSP                                       | Deemed interest s.608       | 161,209                      | ordinary | 161,209                 |
| Estate Late J S Millner      | Estate Late J S Millner              | Estate Late J S Millner                    | Deemed interest s.608       | 1,361,292                    | ordinary | 1,361,292               |
| J S Millner Holdings Pty Ltd | J S Millner Holdings Pty Ltd         | WHSP                                       | Deemed interest s.608       | 2,622,137                    | ordinary | 2,622,137               |
| Lineage Pty Ltd              | Lineage Pty Ltd                      | Lineage Pty Ltd                            | Deemed interest s.608       | 101,209                      | ordinary | 101,209                 |
| Millane Pty Ltd              | Millane Pty Ltd                      | WHSP                                       | Deemed interest s.608       | 341,349                      | ordinary | 341,349                 |
| T G Millner Holdings Pty Ltd | T G Millner Holdings Pty Ltd         | T G Millner Hldgs P/L                      | Deemed interest s.608       | 608,509                      | ordinary | 608,509                 |
| Tyneside Pty Ltd             | Tyneside Pty Ltd                     | WHSP                                       | Deemed interest s.608       | 4,529                        | ordinary | 4,529                   |
|                              |                                      |  |                             | 70,896,583                   |          | 70,896,583              |

## 5. Changes in association

| Name                    | Nature of association                               |
|-------------------------|---|
| H. Dixon                | Ceased to be a Director of WHSP on 23 July 1997     |
| Dixon Trust Pty Limited | An associate of H. Dixon - refer above              |
| J.S. Millner            | Ceased to be a Director of WHSP on 17 November 1998 |

## 6. Addresses

| Name                         | Address  |
|------------------------------|--|
| W H Soul Pattinson & Co Ltd  | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |
| Allanlea Pty Ltd             | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |
| Hexham Holdings Pty Ltd      | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |
| Estate Late J S Millner      | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |
| J S Millner Holdings Pty Ltd | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |
| Lineage Pty Ltd              | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |
| Millane Pty Ltd              | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |
| T G Millner Holdings Pty Ltd | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |
| Tyneside Pty Ltd             | Level 1, 160 Pitt Street Mall Sydney, NSW 2000 |

Dated: 4 November 2009

Signed:


I.D. Bloodworth  
Company Secretary