

## BELL IXL INVESTMENTS PTY. LTD.

ACN 113 669 908  
ABN 80 113 669 908

### FAX TRANSMISSION

**DATE:** 28 January 2014  
**ATTENTION:** Company Announcements Platform  
**COMPANY:** ASX Limited  
**FAX NUMBER:** 1300 135 638  
**FROM:** Ramon Jimenez  
**PAGES:** Five (including cover)

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**MESSAGE:**

Dear Sir/Madam,

**RE: QUESTE COMMUNICATIONS LIMITED (ASX: QUE)**

Please find attached a "Notice of change of interests of substantial holder".

Yours faithfully,

**BELL IXL INVESTMENTS PTY. LTD.**

**RAMON JIMENEZ**  
COMPANY SECRETARY

cc: The Company Secretary  
Queste Communications Limited  
By fax: (08) 9322 1515

Level 2, 651-653 Doncaster Road  
Doncaster, Victoria 3108  
PO Box 111  
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AUSTRALIA

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## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

Company Name/Scheme      Queste Communications Limited  
ACN                              081 688 164

#### 1. Details of substantial holder

Name                              Bell IXL Investments Limited  
ACN                              113 669 908

together with the persons and companies referred to in paragraph 4 hereof.

**There was a change in the interests of the substantial holder on:**      21/01/2014  
**The previous notice was given to the company on:**                      19/09/2012  
**The previous notice was dated:**    19/09/2012

#### 2. Details of 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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Fully paid ordinary shares	7,379,141	24.66% <sup>1</sup>	7,401,519	25.90% <sup>2</sup>

<sup>1</sup> At the date of the last notice the company had voting shares on issue each carrying 29,927,379 votes.

<sup>2</sup> At the date of this notice the company has voting shares on issue carrying 28,578,566 votes.

#### 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	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
Various	All the persons and companies referred to in paragraph 4	Dealings by BXL	See annexure "A" attached to this notice		
Various	As above	Dealings by CLE	See annexure "A" attached to this notice		
21/01/2014	As above	Increase in voting power due to share buy-back.	Not applicable		

#### 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	Nature of relevant interest	Class and number of securities	Person's votes
BXL, CLE and CSE	BXL (2,599,747) CLE (2,748,490) CSE (2,053,282)	BXL (2,599,747) CLE (2,748,490) CSE (2,053,282)	Holders of voting shares and deemed relevant interest in shares held by associates (see paragraph 5).	7,401,519 fully paid ordinary shares	7,401,519
EMJ, KIN, MLC, MON, PRD, PRH, RJ and RLC.	As above	As above	Deemed relevant interests under section 608(3) of the <i>Corporations Act 2001</i> .	As above	As above

#### 5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARBN (if applicable)	Nature of association
BXL, CLE and CSE.	Acting in concert with respect to control of the company.

#### 6. Addresses

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

Name	Address
BXL, CLE, CSE, EMJ, KIN, MLC, MON, PRD, PRH, RJ and RLC.	Level 2, 651 Doncaster Road, Doncaster, Victoria 3108

#### 7. Glossary

The names of some of the persons and companies referred to in this notice have been abbreviated. The full names of those parties are as follows:

Abbreviation	Full name (and ACN where applicable)
BXL	Bell IXL Investments Pty. Ltd. (ACN 113 669 908)
CLE	Cleod Pty. Ltd. (ACN 092 311 736)
CSE	Cellante Securities Pty. Ltd. (ACN 073 202 838)
EMJ	Elma Maria Jimenez
KIN	Kintara Nominees Pty Ltd (ACN 094 254 592)
MLC	Massimo Livio Cellante
MON	Monvale Investments Pty Ltd (ACN 094 587 774)
PRD	Probdy Pty. Ltd. (ACN 052 363 363)
PRH	Productof foam Holdings Pty. Limited (ACN 078 033 244)
RJ	Ramon Jimenez
RLC	Romano Livio Cellante

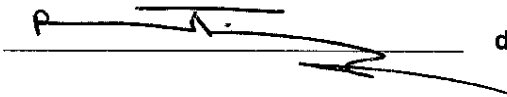
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## Signature

**print name** Ramon Jimenez

**capacity** Substantial holder; and  
Director BXL and PRH; and  
Agent CLE, CSE, EMJ, KIN, MLC, MON, PRD and RLC.

**sign here**



**date**

28/01/2014

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**ANNEXURE "A"**  
**FORM 604 - NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER**  
**COMPANY: QUESTE COMMUNICATIONS LIMITED (ACN 081 688 164)**  
**DATE: 28/01/2014**

**PARAGRAPH 3 - CHANGES IN RELEVANT INTERESTS**

**Dates of changes** From: 19/09/2012 To: 22/01/2014

<b><u>Dealings by</u></b>	<b><u>Nature of changes</u></b>	<b><u>Number of securities and votes affected</u></b>	<b><u>Consideration given/received in relation to changes</u></b>
<b>BXL</b>	Balance from previous notice	2,999,747	
	<u>less</u> shares sold off-market	-400,000	\$39,000.00
	<b>Balance at the date of this notice</b>	<b>2,599,747</b>	
<b>CLE</b>	Balance from previous notice	2,326,112	
	<u>plus</u> shares purchased off-market	400,000	\$39,000.00
	<u>plus</u> shares purchased on-market	22,378	\$1,678.35
	<b>Balance at the date of this notice</b>	<b>2,748,490</b>	

All securities referred to above are fully paid ordinary shares in the company. All on-market dealings are via the Australian Securities Exchange. Consideration given/received is cash except where otherwise stated.

This is annexure "A" of one page referred to in Form 604 "Notice of change of interests of substantial holder" dated 28/01/2014 filed in relation to Queste Communications Limited (ACN 081 688 164).

sign here

  
 Ramon Jimenez

date

28/01/2014