

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme BBX HOLDINGS LIMITED
ACN/ARSN 089 221 634

1. Details of substantial holder (1)

Name RICHARD POOLE AND FAMILY (RICHARD POOLE)
ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 3 March 2010

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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	37,705,596	37,705,596	55.96%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
ARTHUR PHILLIP NOMINEES PTY LTD (BENEFICIALLY OWNED BY AMANDA POOLE)	ASSOCIATE	37,585,596 ORDINARY
RICHARD POOLE	DIRECT	24,000 ORDINARY
AMANDA POOLE	ASSOCIATE	88,000 ORDINARY
ARTHUR PHILLIP PTY LTD	DIRECTOR	8,000 ORDINARY

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
RICHARD POOLE	ARTHUR PHILLIP NOMINEES PTY LTD (BENEFICIALLY OWNED BY AMANDA POOLE)		37,585,596 ORDINARY
RICHARD POOLE	RICHARD POOLE		24,000 ORDINARY
RICHARD POOLE	AMANDA POOLE		88,000 ORDINARY
RICHARD POOLE	ARTHUR PHILLIP PTY LIMITED		8,000 ORDINARY

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
RICHARD POOLE	3 March 2010	\$202,330.66	N/A	34,884,596 ORDINARY

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
AMANDA POOLE	SPOUSE OF RICHARD POOLE
ARTHUR PHILLIP PTY LTD	RICHARD POOLE - DIRECTOR
ARTHUR PHILLIP NOMINEES PTY LTD	RICHARD POOLE IS A DIRECTOR OF ARTHUR PHILLIP NOMINEES PTY LTD AND AMANDA POOLE IS THE SPOUSE OF RICHARD POOLE AND ARTHUR PHILLIP NOMINEES PTY LTD HOLDS THE SHARES ON BEHALF OF AMANDA POOLE
RICHARD POOLE	PERSONAL HOLDING

7. Addresses

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

Name	Address
RICHARD AND AMANDA POOLE	GPO Box 2537 Sydney NSW 2001
ARTHUR PHILLIP PTY LTD	GPO Box 2537 Sydney NSW 2001
ARTHUR PHILLIP NOMINEES PTY LTD	GPO Box 2537 Sydney NSW 2001

Signature

print name **RICHARD POOLE**

capacity **SELF**

sign here



Date 5 March 2010