BBX HOLDINGS LIMITED

ACN 089 221 634

ANNUAL REPORT

2009

CORPORATE DIRECTORY

BBX HOLDINGS LIMITED

Registered Office
916 Pacific Highway
GORDON NSW 2072

Telephone: +61 (2) 9499 1100
Fax: +61 (2) 9499 1199

Email: bbx@ebbx.com

Web address: ebbx.com

Directors

Non-Executive:
Hector Vieira (Chairman)

Executive:
Carolin Macdonald
Michael Touma

Secretary
Tim Creasy

Auditors
Robert Nielson Partners
Level 7, 280 George Street
Sydney NSW 2000

Banker
Commonwealth Banking Corporation
16 – 18 Old Town Centre Plaza
Bankstown NSW 2200

Solicitors
Marsdens
Level 1, 154 Elizabeth Street
Sydney NSW 2000

Share Registry
Registries Limited
Level 7, 207 Kent Street
Sydney NSW 2000

Stock Exchange Listing
BBX Holdings Limited shares are listed on the Australian Stock Exchange.
ASX Code: BBX

Annual General Meeting
20 November 2009

BBX GROUP OF COMPANIES

BBX Holdings Limited
ACN 089 221 634

BBX Management Limited
ACN 059 341 758

BBX Financial Solutions Limited
ACN 070 133 069

BBX Distribution Pty Limited
ACN 094 609 051

BBX Funds Management Limited
ACN 075 730 719

BBX Real Estate Limited
ACN 122 066 559

BBX Money Pty Limited
ACN 121 078 117

BBX Gold Coast Pty Ltd
ACN 117 239 817

International

BBX Management Limited
(New Zealand) AK/1112095

BBX International Limited
(Hong Kong) #1031854

Master Franchises:

- **China**
- **New Zealand**
- **India**
- **Central America**

TABLE OF CONTENTS

CHAIRMAN'S MESSAGE

Dear Shareholders,

May I take this opportunity to present the Company's Annual Report for the financial year ended 30 June 2009.

Given continuing uncertainty in the marketplace resulting from the global financial crisis coupled with competitive pressures, 2008/2009 has not been without a lot of challenges.

More detailed information can be found elsewhere in this Annual Report, however, in summary, these are some of the major developments in the Company during the past year:

- Continued push to expand globally by driving growth of the International franchises.
- Focus on turning around the loss making New Zealand franchise.
- Cost cutting across all areas of the company's business.
- Staff rationalisation in every one of the company's offices.
- Pursuing a restructuring including a possible privatisation, as yet unsuccessful.

Financial Performance

The Company recorded a net loss after income tax of $9.2 million for the year. Overall the result is unsatisfactory, but the company has taken a hard line in writing off bad & doubtful debts and has written intangible assets almost down to zero. Turnover decreased by 50% despite an increase in trading volume and membership numbers improved.

Dividends

The Company does not propose paying a Dividend in respect to the financial year under review.

CHAIRMAN'S MESSAGE

Outlook for 2009-2010

In the established countries of Australia & New Zealand, the Company is endeavouring to grow its core business through new local franchising. Some Company-owned offices are also identified for conversion to franchises. In the developing areas of China, India & Central America modest revenue has been recorded as trading activity begins to build.

There is no doubt that in Australia we have not escaped the fallout from the US subprime lending disaster and that credit conditions have tightened as 2009 progressed. We, like all other businesses, need to be diligent when assessing the effects of altered trading conditions and access to funding and develop strategies that are appropriate.

I would like to thank my fellow Directors for their support during the year and extend my gratitude to the management and staff of BBX for their efforts and commitment during this very difficult period.

Hector Vieira
Chairman

30 September 2009

MANAGING DIRECTOR'S REPORT

Dear Members and Shareholders

The local market, both here and New Zealand, has not been easy for business. A general downturn in global economic terms bordering on recession, has slowed the economy significantly causing financial difficulties and in some cases financial ruin for some small business owners.

The business climate continues to suffer around the world although, as we go to print, there is talk of a possible improvement in economic conditions later in 2009 which may well start the slow process of rebuilding confidence & spending.

Whilst it has been in a slowdown for some time, the property market has been beneficial to BBX as we have been able to maintain a diverse portfolio of real property to sell in the BBX network.

On the International front, a number of enquiries have and continue to be received from groups wishing to enter into master franchise arrangements or alliances with BBX.

Locally, the marketing and advertising that BBX is doing, with major sponsorships of South Sydney 'Rabbitohs' the Canterbury 'Bulldogs' in the NRL and the Port Adelaide Football Club in the AFL, is giving the Company valuable brand exposure and recognition.

Highlights of the 2009 Year

Some of the key projects and developments in the past twelve months have been:

- Continued growth in overall member trading volumes, which exceeded BBX$200 million as against $185 million in the previous year. An increase of over 8%.
- Decrease in gross revenue of $5.518 million (52%) to $5.084 million.
- Overall, the Company produced a loss after tax of $9.241 million.
- Active membership numbers increased from 4586 to 4857
- Ongoing system enhancement. BBX International Ltd. 's proprietary website and proprietary Customer Management System (CMS) referred to as 'Web Barter IT' has undergone significant further development in it's multi lingual functionality. This is a crucial step in the development of an International trading platform.

The company's goal is to continue to add value to the membership via wealth creation, shares, superannuation, real estate investments and insurance products. Some of our initiatives are unique to BBX and the industry.

The Year Ahead

International expansion will gather pace in 2009 and early 2010 as International franchises in New Zealand, China, India and Costa Rica are expected to further develop their own membership bases and trading reaches new levels.

At the local level, the company will continue to promote its franchise model in the search for new franchise partners in major metropolitan and regional centres to help grow the membership.

These and other initiatives will help shape a broader business base over time, however, the company remains focussed on building the core business whilst cutting overheads, both in Australia and overseas.

The directors have supported a share buyback by Michael Touma and the 'MT Buying Group'. The proposed buyback is currently awaiting ASIC approval before being presented to shareholders for consideration and a formal vote. If successful BBX would no longer be listed on the ASX.

The buyback will represent significant management manpower, cash and trade dollar savings to the company, which since listing have been a drain on resources. The cost reductions in inhouse staff will also be significant due to reductions in staffing in the legal department, accounting department and additional savings will be achieved in areas such as graphic design and printing.

BBX International Ltd. (BBXI) Hong Kong, will continue to own and license the New Zealand operation, to a new management company in 2009/2010. BBXI will also continue the development of it's international payment platform IPOS, WEBPOS and multi lingual website www.ebbx.com.

BBI continues to receive international franchise applications and will continue to develop BBX internationally for the benefit of existing members and their trading opportunities.

The year ahead will continue to present many challenges as the company moves down this path and pursues a number of restructuring options but is looking forward in expectation to a year of growth despite the economic uncertainty.

Yours truly,

Michael Touma
Managing Director

30 September 2009

ABOUT BBX

BBX commenced operating as Business Barter Exchange in 1993.

In those early years there were many trade exchanges that made up the local industry. Since then, many exchanges have merged with their larger and more diverse competitors, have been acquired or have otherwise left the industry. Today, the industry, in Australia and New Zealand, is dominated by two major exchanges - BBX and Bartercard.

BBX relocated its national headquarters from Adelaide to Sydney in 1995 to enter the much larger business market along the East Coast of Australia. BBX has gone on to establish offices in all States, as well as Auckland and Christchurch in New Zealand.

BBX became a public ASX listed Company on 12 August 2005.

In July 2006 the company's New Zealand business commenced operations as a master franchise, in which BBX International Limited (HK) retains a 20% interest. However, in the past year management of the franchise business has reverted to the company.

In August, 2006 BBX Property Investment Fund Ltd. listed on the NSX after a successful fundraising.

Master franchises have also been issued in China, India and Central America (Costa Rica). BBX International Ltd (HK) retains 20% equity in each of these franchises.

Today BBX and its franchises employ more than 60 people across a network of company and franchised offices both in Australia and New Zealand. These offices cater for an active membership base of more than 5,000 businesses, which, in the year under review, collectively transacted over $200 million in business through the BBX trading system.

UNDERSTANDING TRADE EXCHANGES

History of Barter

The direct exchange of goods and services is the essence of barter and was once the only way business could be conducted.

A common medium of exchange (cash/currency) was introduced by governments and trading empires to simplify business transactions, and over the years the medium of exchange has progressed to bills of exchange, cheques, and now credit and debit cards, which today comprise 95% of all business and consumer transactions.

However, generating enough cash (or currency) is often an impediment to businesses, due to factors such as the size of the market in which they operate, the over-supply of competition, competitor pricing and discounting, and a range of other reasons that make it difficult for a business to generate the cash flow it needs to survive.

Business owners are left with over-stocked shelves, superseded stock, under-utilised machinery and equipment, low productivity and idle capacity, and sometimes there isn't enough business coming through the doors to pay the bills and make a profit.

Hotels are faced with vacant rooms, restaurants with empty tables, retailers have to deal with superseded or distressed inventories that need to be liquidated at discounted prices in the hope of recouping the initial cost of the merchandise.

It is this under-utilised capacity that BBX seeks to reduce, and many businesses both large and small are discovering trade (barter, contra) as a way to improve productivity, profitability and cash flow.

BBX introduces new business and new customers, by simple networking of buyers with sellers, and in this way the business owner can supplement existing **(CASH)** income with cashless **(TRADE)** income.

BBX uses a currency referred to as a trade dollar (BBX$) to exchange value between member businesses. BBX$ have the same taxable value as A$ in Australia (refer A.T.O. ruling IT2668) and NZ$ in New Zealand. In other countries, for trading and accounting purposes, trade currency has a par value with the local currency of that country.

Business Application

Most dictionaries describe "barter" as the "trading of goods in exchange for other goods", or words to this effect, and the majority of business people understand what is meant by barter in this form. It operates at all levels of business, from sole proprietors through to major corporations, although sometimes referred to by other names such as "contra", "offset", "counter-trade" or simply "trade".

Indeed, many business people still barter using this old-fashioned direct exchange or "swap" process and it is usually a one-on-one transaction that takes place at a moment in time. Each party is indebted to the other, and that indebtedness is satisfied by the exchange of goods and/or services between the two parties (who, for the purpose of the transaction, are both buyers and sellers at the same time). These transactions are reciprocal and payment (value exchange) usually immediate.

However, barter in this simplest of forms can be inflexible. The goods or services to be traded between the two parties might not be of equal value, or one of the traders may not want to trade for particular goods that another trader wants to exchange.

Trade exchanges such as BBX offer a much more sophisticated system of trading and overcome these restrictions by facilitating multiple barter trade transactions that usually are not reciprocal or just simply between two parties. As well, they are able to offer many more additional benefits, financial returns and opportunities than can otherwise be gained through simple one-on-one trading.

UNDERSTANDING TRADE EXCHANGES

Through a trade exchange, there is no immediate exchange of goods and services, merely sales and purchases that are reflected in a system of debits and credits which are earned and redeemed (spent) at different times and with different businesses.

The exchange's role is that of an independent electronic clearing house (somewhat like a bank), introducing a degree of security and confidence and offering flexible trading between members rather than direct exchanging. The exchange provides all accounting and tracking requirements, and provides a monthly statement record of all transactions conducted by each member, which can then be used as a financial accounting record.

In Australia and New Zealand, the value of goods bought and sold is transacted in currency units called trade dollars (BBX$), which are accounting units equal in value to the standard local currency.

Trading is conducted in accordance with established rules and procedures (Rules of the Trading Program) and as managers of the trade exchange BBX accepts an important role in monitoring compliance with these rules.

In this way BBX facilitates the exchange (sale or purchase) of goods business-to-business, offering an alternative (to traditional currency) method of payment.

Because of its unique features and financial benefits, trading is becoming a valuable modern-day business tool, whilst being underpinned by old-fashioned barter principles. Whist in essence a business tool, many members use the proceeds of their barter sales for personal and lifestyle reasons (including real estate and other investments) in addition to making purchases for their business and, in so doing, introduce a consumer element to the trading system.

BBX is a credit and debit card system exclusive to business owners, allowing them to conduct business in a less competitive market offering financial benefits not readily available or found in traditional markets.

Benefits of Trading

By trading goods and services through the BBX trading system, member businesses gain access to a wide range of financial benefits, whether as buyers or sellers. Incremental business generated by members of BBX enables business owners to:

- gain exposure to a new and captive market.
- utilise and reduce any idle capacity in their business.
- improve profitability of the business through a combination of extra sales and lower cost purchasing, at the same time adding value to the worth of their business.
- increase turnover and market share through incremental sales.
- offset future purchases with sales of own products/services to new customers, saving money via own marginal cost (i.e. they are buying at their own direct cost of supplying).
- conserve cash through savings in regular cash flow.
- gain more leverage in their purchasing.
- access an interest free trading line of credit to facilitate purchases and supplement cash flow in quieter times.
- trade with (currently) over 5,000 like-minded member businesses in Australia and New Zealand, and soon with members in other countries of the world.

Of additional but lasting value to all members is the fact that, because BBX is a closed and controlled (less competitive) market place, the money used to make purchases stays within the trading system and returns to its original source by way of future sales time and time again. The returning nature of BBX currency makes it significantly more valuable than its cash equivalent which, when used to make purchases, seldom if ever finds its way back in new sales.

INTERNATIONAL MARKET

Trade exchanges or barter groups can be found around the world – USA, Great Britain, various European countries, Africa, Australia and New Zealand – although the greatest numbers are domiciled in USA and, to a lesser extent, Australia.

In the USA, consolidation reflects the current state of the reciprocal trade industry. New players are few in number although within the industry there is active merging and consolidation of smaller exchanges that become part of a broader and more diversified group.

It was reported in Barter News (Issue #62/2004), the world's largest circulation magazine on the Barter and Counter-trade industries, that there were over 500 trade exchanges in USA with a client base comprising a 'business-to-business' network of over 450,000 retailers, services and manufacturers. Consolidation since then has probably reduced the number of exchanges to below 400.

International Monetary Systems Ltd, an USA based barter exchange holding company, is listed on the OTCBB:NYSE exchange and a small number of trade exchange groups in America are publicly listed.

An industry body called International Reciprocal Trade Association (IRTA) provides a forum for trade exchange owners to meet and discuss ways to move the industry forward, although membership is not compulsory and not all exchange owners are members.

IRTA operates from the USA where the greatest number of exchanges is domiciled although membership of that association is open to any trade exchange owner regardless of domicile. Founded in 1979, IRTA currently caters for members from over 20 countries and is the oldest and largest trade organisation representing the reciprocal trade industry.

Results of the 2004 bi-annual survey conducted by IRTA show a continued trend of revenue growth across the industry and an even wider acceptance of reciprocal trade through commercial barter as a business strategy to open new markets, win new customers, reduce inventories, drive revenues and increase profitability.

The survey estimates the total value of goods and services exchanged by businesses through reciprocal means in 2004 was $8.25 billion, with 75% of this volume processed through formal trade exchange organisations. This is the latest industry information available, however, it is reasonable to presume this figure may be as high as $12-$15 billion today.

The results of the survey show that the global barter industry continues to thrive among the business community worldwide, showing consistent growth each year since 2000.

In recent years American based trade exchange groups have attempted to establish worldwide trading networks, by acquiring exchanges around the globe. Despite taking a number of options to purchase, these strategies haven't worked and similar strategies are unlikely.

The Company believes that the underlying reasons for these failures is the fact that the business models preferred by these groups relied on Internet servicing of their membership base whereas BBX believes the industry is one that relies on person to person contact in order to be successful.

Internet trading should be seen as complementing trading opportunities outside of normal business hours rather than replacing them. In this way Internet services can be developed as value-adding and are expected to add further revenues as BBX continues to develop its major Auction portal, On-line Shopping Mall and Investment Property portfolio, all of which are available on line to BBX members 24 hours a day.

INTERNATIONAL MARKET

BBX has members in both Australia and New Zealand, and members in either country are able to trade with members from the other country through provision of a BBX trading card and by using simple currency conversion rates. The same will apply as other cross-country trading opportunities develop through International franchises expected to commence soon.

In addition to its own services, BBX is able to offer members the opportunity to trade with an international network of businesses, who themselves belong to other worldwide trade exchange organisations. This is done through reciprocal arrangements with Universal Currency, an IRTA managed international currency exchange for participating trade exchange owners.

Besides China, India and Costa Rica, which are now projected to be fully operational by late 2009, expressions of interest to establish master franchise relationships have been received from a small number of other countries and these are under investigation and negotiation/correspondence.

LOCAL MARKET

The reciprocal trade industry commenced in Australia in 1989. Growth occurred on a sustained level through to mid-1990 when over 30 exchanges, of various size and location, were in operation.

A significant amount of consolidation has taken place in recent years, enabling economies of scale to be realised and bringing improved trading and profitability through having a larger and more active membership base.

Following this consolidation the local industry currently has about eight exchanges in operation. Of these, two exchanges dominate the industry, BBX and Bartercard, and account for approximately 90-95% of the market in Australia and New Zealand. BBX has consolidated its own position by having made a number of acquisitions in recent years.

BBX acquisitions

YEAR	COMPANY ACQUIRED	COUNTRY
1998	Barter Trading Group	Australia
2001	Ibex B2B Exchange	New Zealand
2002	Network Barter Company	Australia
2003	Tradebanc International	Australia
2003	Tradecard	New Zealand
2005	Universal Traders Exchange	Australia
2005	Tradebart New Zealand	New Zealand
2006	Tradebart Australia	Australia
2007	Tradex	Australia

Whilst further acquisitions are feasible, the local market is now relatively small in terms of competition and few competitors are considered suitable.

As a major player in the barter industry in Australia and New Zealand, BBX now accounts for approximately 30-35% of the industry in terms of membership and trading volumes.

It is not uncommon within the industry for members to belong to more than one trade exchange, and it is estimated that up to 40% of the BBX client base also maintains a trading account with a competitor exchange. This is not dissimilar to merchants dealing in and accepting MasterCard, Visa Card, Bankcard, American Express or other access cards at the same time.

Given an industry essentially dominated by two players, the Company considers the Australasian market size represents a significant barrier to the entry of new competitors.

The BBX target market is small to medium business enterprises (SMEs), of which there are about 1.6 million in Australia and New Zealand, as well as larger corporations who carry superseded or excess inventories or have similar under-utilised capacity. As a whole, the barter industry in both countries accounts for about 3% of its market potential at the present time.

Continued growth is expected to come through a greater awareness in the market place of both the concept and benefits of trading, a larger network of offices, an expanded sales force and a greater recognition of the BBX brand. National sponsorships are helping to create this awareness.

Franchise office expansion is being pursued for the more dominant business markets of metropolitan Sydney, Melbourne and Brisbane, as well as other Capital City and regional areas, where appropriate, in Australia.

REVIEW OF ACTIVITIES & PERFORMANCE

Membership

Membership numbers increased 5.9% from 4,586 to 4,857 during the year, which was a pleasing result, influenced to some extent by the establishment of BBX India and the acquisition of some 300 members in that country who have joined BBX from an affiliate trade exchange company. Smaller, initial membership bases have also started in both China and Costa Rica.

Economic factors have had an impact on membership growth in other established areas of Australia and New Zealand, where numbers have remained relatively stable through the year. Outlook for the economy remains fairly negative, affecting the capacity and confidence of small to medium business owners.

In addition to traditional recruiting methods, a number of new strategies have been implemented in order to entice new members and increase trading volumes. A dampening economy provides opportunities for the exchange to market its services and these are being exploited.

Global membership numbers have been boosted by the commencement of new International franchises and in the coming year these new areas can be expected to have a significant positive influence on the number of participating merchants.

Trading Activity

Trade volume for the year was over $200 million, up from $185 million (8%) in the previous year, reflected partly by the growth in membership.

The Company continues to attract a plentiful supply of good quality real estate investment for offering to its members or for take up through its related entity – BBX Property Investment Fund Limited – a NSX-listed company.

Likewise, current economic conditions had an obvious impact on general trading activity, which was consistent if not spectacular throughout the year.

Representation

The New Zealand franchise operation is currently under company management until a new franchise partner is identified. In the meantime, the company will look to expand franchise representation in that country.

In respect to other International master franchise, position is as follows:

- China – has been delayed further by Government intervention and negotiation. A positive move forward in terms of trading and membership is expected in the 2009/10 financial year, subject to revision of current franchise arrangements.
- Costa Rica (Central America) – whilst a small member base has been established prior to the end of this financial year, significant further growth is expected over the next 12 months.
- India – new franchise is well established and in conjunction with joint venture partners, is expected to grow strongly during 2009/10.

New International franchise operations have added modestly to the transaction and member volumes – and consequently revenue – but that will change when India and Costa Rica are fully operational, providing valuable income streams from which the Company should receive a percentage of all gross income in the form of on-going royalty payments.

BBX maintains a 20% shareholding in each International master franchise, through its wholly owned BBX International Limited (HK), a company registered in Hong Kong.

Revenue

Gross revenue for the year was $5.084 million, which represents an decrease of 52% over the corresponding year.

The revenue result is unacceptable given the general level of economic activity over the past 12 months.

Achievements & New Initiatives

Besides those already mentioned, a number of other milestones and new initiatives occurred or commenced during the year:

- Continued sponsorship of the South Sydney 'Rabbitohs' – the NRL's most successful league team and, more recently, sponsorship of the Canterbury 'Bulldogs' and the Port Adelaide Football Club in the AFL;
- BBX Insurance - a new financial product available to BBX members and the general public, giving members the chance to offset part of a range of business and general insurance premiums against their trade dollar accounts.
- Continued roll out/marketing of a joint venture providing financial advice to members through BBX Financial Advisers, adding further to the range of products and services available through BBX Financial Solutions.
- Significant resources have been deployed on the company's Internet and CMS platforms, required by the new International franchises having different language and alternate currency needs, so that systems are truly multi-lingual and able to facilitate cross-territory transacting and reporting. Return on this investment will come from the new trading activity that will develop in each of these countries.

Future Directions

The Company's continues to place much importance on building the membership base, through increasing its level of representation both locally and overseas.

Establishment of new International franchises has required a lot of time and attention, given the differences that exist in language and other social and cultural areas, the need to convert systems and documentation to other languages, etc., and it will be important to get the model right so as to ensure maximum benefit.

BBX will also be seeking to raise its exposure to the broader financial market by finding new joint venture partners that enable it to introduce more financial solutions for its members, adding value to the membership as it does so.

CORPORATE GOVERNANCE STATEMENT

The Board of Directors is responsible for the governance of the company in accordance with the *Principles of Good Corporate Government and Best Practice Recommendations* issued by the Australian Stock Exchange Governance Council.

ASX Listing Rule 4.10 requires a company to provide a statement in its Annual Report of the extent to which the company has followed the ASX's *Principles of Good Corporate Government and Best Practice Recommendations.* Where a company has not followed all of the recommendations, it must identify which of the recommendations have not been followed and the reasons for not following them.

The following table refers to each of the Principles recommended by the Governance Council. Where the Company complies with the principle during the reporting period "Yes" appears in the compliance column. Where the Company does not comply "No" appears in the compliance column and the reason for non-compliance appears below.

Corporate Governance Principle	Recommendation	ASX Principle	Compliance	Note
Lay solid foundations for management and oversight	1.1	Formalise and disclose the functions reserved to the Board and those delegated to management.	Yes	
Structure the Board to add value	2.1	A majority of the Board should be independent directors.	No	(1)
	2.2	The Chairperson should be an independent director.	Yes	
	2.3	The roles of Chairperson and Chief Executive Officer should not be exercised by the same person.	Yes	
	2.4	The Board should establish a Nomination Committee.	No	(2)
Promote ethical and responsible decision making	3.1	Establish a code of conduct to guide the directors, the chief executive officer, the chief financial officer any other key executives to:		
		3.1.1 the practices necessary to maintain confidence in the company's integrity;	Yes	
		3.1.2 the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.	Yes	
	3.2	Disclose the policy concerning trading in company securities by directors, officers and employees.	Yes	
Safeguard integrity in financial reporting	4.1	Require the chief executive officer and chief financial officer to state in writing to the board that the company's financial reports present a true and fair view, in all material respects, of the company's financial condition and operational results and are in accordance with the relevant accounting standards.	Yes	
	4.2	The Board should establish an audit committee.	No	(2)
	4.3	Structure the audit committee so that it consists of:		
		only non executive directors	No	(2)
		a majority of independent directors;	No	(2)
		an independent chairperson, who is not chairperson of the board;	No	(2)
		at least three members.	Yes	
	4.4	The audit committee should have a formal charter.	Yes	

CORPORATE GOVERANCE REPORT

Corporate Governance Principle	Recommendation	ASX Principle	Compliance	Note
Make timely and balanced disclosure	5.1	Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance.	Yes	
Respect the rights of shareholders	6.1	Design and disclose a communications strategy to promote effective communication with shareholders and encourage effective participation at general meetings.	Yes	
	6.2	Request the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.	Yes	
Recognise and manage risk	7.1	The Board or appropriate board committee should establish policies on risk oversight and management.	Yes	
	7.2	The chief executive officer and the chief financial officer (or equivalent) should state to the board in writing that		
		7.2.1 the statement give in accordance with best practice recommendation 4.1 is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.	Yes	
		7.2.2 the company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.	Yes	
Encourage enhanced performance	8.1	Disclose the process for performance evaluation of the Board, its committees and individual directors, and key executives.	Yes	
Remunerate fairly and responsibly	9.1	Provide disclosure in relation to the company's remuneration policies to enable investors to understand (i) the costs and benefits to those policies and (ii) the link between remuneration paid to directors and key executives and corporate performance.	Yes	
	9.2	The Board should establish a remuneration committee.	No	(2)
	9.3	Clearly distinguish the structure of non-executive directors' remuneration from that of executives.	Yes	
	9.4	Ensure that the payment of equity-based executive remuneration is made in accordance with thresholds set in plans approved by shareholders.	Yes	
Recognise the legitimate interests of stakeholders	10.1	Establish a formal Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders.	Yes	

(1) The Board is comprised of four directors, one of whom is independent. The other three directors are fulfilling executive roles. The Board has arrived at this ratio having regard to the nature and size of the company, its business and stage of development. The diverse background and experience of each of the Directors is such that they are capable of acting in an independent manner and in the best interests of shareholders.

(2) The Board decided, given that there are four directors on the Board, it is impractical to establish this committee. The Board as a whole is responsible for ensuring implementation of the company's policies in this area.

DIRECTORS REPORT

Your directors present their report on the Company and its controlled entities for the financial year ended 30 June 2009.

Directors

The names of directors in office at any time during or since the end of the financial year are:

Hector Vieira, Chairman
Tim Creasy (Resigned 21 November 2008)
Carolin Macdonald
Michael Touma

Each of the above directors was in office during the reporting period and with the exception of Tim Creasy remains in office at the date of this Annual Report.

Company Secretary

The Company Secretary at the end of the financial year is Tim Creasy. He is a Chartered Accountant.

Principal Activities

The principal activity of the Company during the year was the management and operation of the BBX Trade Exchange.

Operating Results

The consolidated loss of the consolidated group after providing for income tax amounted to $9.5 million.

Dividends Paid or Recommended

Dividends paid or declared for payment are as follows:

No final ordinary dividend is proposed by the Directors to be paid.

Review of Operations

The consolidated financial statements show for the year ended 30 June 2009:

Net Loss:	$9.241 million.
Gross Revenue:	$5.084 million.
Trading Volume:	$200 million.

The directors believe they have taken a justifiably prudent approach when assessing bad debts and the provision for doubtful debts. It is felt that in the present uncertain environment that such an approach is necessary. Likewise the directors have decided to write-off the value of the majority of intangibles as such assets have been assessed to be significantly impaired and there is no certainty any value will ultimately be realised.

Whilst the accounts have been prepared on a going concern basis the directors are mindful that credit conditions have tightened further and the continued access to funding is fundamental to the ability of any business to meet it's ongoing obligations and it's customers needs.

Cash Position:	2009	2008
	$	$
Net increase in cash held	(82)	(594)
Cash at 1 July	(488)	106
Cash at 30 June	(570)	(488)
Net movement in trade dollars:	(2,332)	1,092
Trade dollar balance at 1 July	836	(255)
Trade dollar balance at 30 June	(1,496)	836

Significant Changes in State of Affairs

The Company has been pursuing growth through development of both domestic and international franchise operations. A master franchise for Central America was signed with a well-established trading entity in Costa Rica in 2008. The principals spent time in Australia learning to implement and use the BBX system and they are expected to increase activity in 2010. This is expected, over time, to extend the BBX franchise throughout the seven countries that comprise the region known as Central America. Other master franchises are being pursued in the People's Republic of China and in India. To facilitate international expansion, versions of the BBX software are already available in the Spanish and Chinese languages as well as English.

After Balance Date Events

In compliance with the continuous disclosure requirements of the ASX, all significant matters that may affect the Company's operations and/or the interests of shareholders are promptly announced. Such announcements are available through the ASX's website and the Company's own home page: www.ebbx.com under the 'Investor Information' tab.

Future Developments

A number of strategies are under consideration in response to the uncertain economic conditions in Australia and overseas. Announcements will be made at the ASX website when those strategies are finalized by the board of directors.

The operations of the Company are not subject to any particular or significant regulation under any law of the Commonwealth of Australia or any of its states or territories or any law of any country in which the consolidated group operates.

Information on Directors

Hector Vieira	-	Chairman and Non-Executive Director
Qualifications	-	B.Comm, CA
Experience	-	Appointed Director in October 2004. Has practised as an Accountant for 32 years. Established the accountancy firm of VLC Partners in 1983 and has been a partner of this firm since that time.
Interest in Shares	-	8,000 ordinary shares; 8,000 ordinary shares held by an entity in which Mr Vieira has an interest; 108,000 ordinary shares held by a super fund of which Mr Vieira is a trustee.
Other Directorships	-	Current Directorships: Nil
	-	Former Directorships of Listed Entities in last 3 years: Nil

Michael Touma	-	Executive Director (Managing Director)
Qualifications	-	Certified Trade Broker
Experience	-	Appointed Director in 1999. Founder and Managing Director of the BBX Group of Companies since 1993.
Special Responsibilities	-	Managing Director
Interest in Shares		19,808,000 ordinary shares
		56,000 ordinary shares held jointly with other parties
		635,720 ordinary shares held by other entities in which Mr Touma has an interest
Other Directorships	-	Current Directorships:
		- Director, BBX Property Investment Fund Limited
	-	Former Directorships of Listed Entities in last 3 years: Nil

Carolin Macdonald		Executive Director (Chief Operating Officer)
Qualifications	-	Business Administration, Cert III & IV
Experience	-	Appointed Director in October 2004. Worked in the BBX Group of Companies since 1993. Currently Chief Operating Officer.
Special Responsibilities	-	Chief Operating Officer
Interest in Shares		32,000 ordinary shares
		15,000 ordinary shares held by a super fund of which Mrs Macdonald is the trustee
Other Directorships	-	Current Directorships: BBX Property Investment Fund Ltd.
	-	Former Directorships of Listed Entities in last 3 years: Nil

Directors Meetings

Director	Date Appointed	Date Retired/ Resigned	Board Meetings		Audit Committee	
			A	B	A	B
Tim Creasy	11.05.05	21.11.08	4	4		
Peter O'Mara	22.11.07	18.08.08	2	0		
Carolin Macdonald	17.10.04	-	8	8		
Michael Touma	24.08.99	-	8	8		
Hector Vieira	17.10.04	-	8	8	1	1

A = Number of Meetings held during the time when the Director held office during the year

B = Number of Meetings attended by Director

REMUNERATION REPORT

This report details the nature and amount of remuneration for each director of BBX Holdings Limited and for the executives receiving the highest remuneration.

Remuneration Policy

The remuneration policy of BBX Holdings Limited has been designed to align director and executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the consolidated group's financial results. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the high quality executives and directors to run and manage the consolidated group, as well as create goal congruence between directors, executives and shareholders.

The board's policy for determining the nature and amount of remuneration for board members and senior executives of the consolidated group is as follows:

- The remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed by the Board.
- All executives receive a base salary (which is based on factors such as length of service and experience), superannuation, fringe benefits, options and in some cases performance incentives.
- The Board, in consultation with the Managing Director, reviews executive packages annually by reference to the consolidated group's performance, executive performance and comparable information from industry sectors.

Executives are in some cases entitled to participate in the employee share and option arrangements.

The executive directors and executives receive a superannuation guarantee contribution required by the government, which is currently 9% and do not receive any other retirement benefits. Some individuals, however, have chosen to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to directors and executives is valued at the cost to the company and expensed. Shares given to directors and executives are valued as the difference between the market price of those shares and the amount paid by the director or executive.

The Board policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The Board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting. Fees for non-executive directors are not linked to the performance of the consolidated group. However, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the company and are able to participate in the employee share option plan.

Company performance, shareholder wealth and director and executive remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. This has been achieved by the issue of options to the majority of directors and executives to encourage the alignment of personal and shareholder interests. The Board believes this policy will be effective in increasing shareholder wealth over the next few years.

Details of remuneration for year ended 30 June 2009

The remuneration for each director and each of the five executive officers of the consolidated entity receiving the highest remuneration during the year was as follows:

Directors

Director	Salary & fees	Super Contrib'n	Cash Bonus	Non-cash benefit	Total	Perfor-mance Related %
Hector Vieira		-	-	$40,000	$ 40,000	0
Carolin Macdonald	$93,903	$8,451	-	-	$102,354	0
Michael Touma	$90,692	$8,162	-	-	$ 98,854	0

Specified Executives

Executive	Salary & fees	Super Contrib'n	Cash Bonus	Non-cash benefit	Total	Performance Related %
Michael Touma	$90,692	$8,162	-	-	$ 98,854	0
Mireille Touma	$70,778	$10,673	-	-	$81,451	0
Carolin Macdonald	$93,903	$8,451	-	-	$102,354	0
Magali Russo	$97,697	$8,616	-	-	$106,313	0

Share Options Granted to Directors and Specified Executives

The following options were granted to directors and some of the specified executives, upon the official quotation of the Company's shares on the ASX on 12 August 2005. The details of these options appear in the following table:

Director	Options Granted	Options Vested as part of Remuneration	Options Exercised	OptionLapsed	Total Remuneration Represented by Options %
Tim Creasy	400,000	400,000	0	400,000	NA
Richard Poole	2,400,000	2,400,000	0	2,400,000	NA
Carolin Macdonald	400,000	400,000	0	400,000	NA
Hector Vieira	400,000	400,000	0	400,000	NA

The above options were granted under the BBX Staff Share Option Plan. Options granted give no rights to voting and no entitlement to dividends.

Performance income as a proportion of total remuneration

Executive directors and executives are paid performance based bonuses based on set monetary figures, rather than proportions of their salary. This has led to the proportions of remuneration related to performance varying between individuals. The remuneration committee has set these bonuses to encourage achievement of specific goals that have been given a high level of importance in relation to the future growth and profitability of the consolidated group.

The remuneration committee will review the performance bonuses to gauge their effectiveness against achievement of the set goals, and adjust future years' incentives as they see fit, to ensure use of the most cost effective and efficient methods.

Options issued as part of remuneration for the year ended 30 June 2009

Options were issued in 2005 to directors and executives as part of their remuneration. Those options have now all expired and none was exercised. No options are currently outstanding.

Employment contracts of directors and senior executives

The Company's Managing Director, Michael Touma is employed under contract. The contract commenced on 10 November 2004 and remains in force until it is terminated. Six months notice of termination is required.

Each of the other specified executives is also employed under contract. All executives are permanent employees of the Company and their contracts can be terminated by giving one month's notice.

The company may terminate the employment contracts without cause by providing the stipulated written notice or making payment in lieu of notice, based on the individual's annual salary component. Termination payments are generally not payable on resignation or dismissal for serious misconduct. In the instance of serious misconduct the company can terminate employment at any time. Any options not exercised before or on the date of termination will lapse.

Environmental Issues

The company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

Directors, Officers and Auditors Indemnifications

The Company has not, during or since the financial year, in respect of any person who is or has been an officer or auditor of the Company or a related body corporate:

- indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer, including costs and expenses in successfully defending legal proceedings; or
- paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an officer for the costs or expenses to defend legal proceedings.

Corporate Governance

The Company's corporate governance statement appears at pages 18-19 of this Annual Report.

Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.

The company was not a party to any such proceedings during the year.

Non-audit Services

The board of directors, in accordance with advice from the audit committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2002*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30 June 2007 has been received and can be found on page 27.

Rounding of Amounts

The company is an entity to which ASIC Class Order 98/100 applies and, accordingly, amounts in the financial statements and directors' report have been rounded to the nearest thousand dollars.

Directors' Resolution

This Directors' Report has been made in accordance with a resolution of directors dated 30 September 2009.

Hector Vieira

Chairman

Michael Touma

Director

Gordon, New South Wales

30 September 2009

robertnielsonpartners
ABN 24 216 690 404
chartered accountant
business advisors

rnp

Level 7 280 George Street
Sydney NSW 2000 Australia
Box R176 Royal Exchange
NSW 1225 Australia
T 61 2 9235 0299
F 61 2 9222 1065
E enq@robertnielsonpartners.com.au

AUDITORS INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF BBX HOLDINGS LIMITED

I declare that to the best of my knowledge and belief, during the year ended 30 June 2009, there have been:

1. no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

2. no contraventions of any applicable code of professional conduct in relation to the audit.

Robert Nielson Partners

Robert Nielson

Date 30 September 2009

INCOME STATEMENT FOR YEAR ENDED 30 JUNE 2009

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
Revenue	2	5,088	10,602	-	40
Other income	2	-	870	-	-
Loss on Sale of Share Investment		(76)	(53)	(76)	(48)
Loss on Sale of N/C Asset		(248)	-	-	-
Loss on Sale of Franchise		(29)	-	-	-
Loss on Sale of Invest. Land		(9)	-	-	-
Loss on Sale of Invest. Stock		(447)	-	-	-
Loss on Revaluation of Share Investment		(171)	-	(5,777)	(55)
Cost of Goods Sold		(67)	(1,320)	-	-
Employee benefits expenses		(2,234)	(2,617)	(36)	(95)
Depreciation and amortisation expense		(434)	(333)	-	-
Borrowing costs expenses		(249)	(178)	-	-
Accounting fees		(35)	(138)	-	(79)
Advertising and sponsorship		(1,134)	(1,290)	-	-
Auditors remuneration		(183)	(66)	(20)	(19)
Bad and doubtful debts		(974)	(1,702)	-	-
Commission paid		(760)	(1,517)	-	-
Consultancy fees		(238)	(198)	-	-
Debts collection expenses		(28)	(3)	-	-
Impairment of goodwill		(5,005)	-	(3,046)	-
Legal and professional fees		(299)	(186)	(6)	-
Office expenses		(33)	(47)	-	-
Printing and stationery		(193)	(239)	-	(2)
Provision for annual and long service leave		29	9	-	-
Rent		(458)	(460)	-	-
Telephone		(171)	(175)	-	-
Travelling and trade promotion expenses		(414)	(312)	-	-
Other expenses		(582)	(969)	(19)	(51)
Profit/(loss) before income tax	3	(9,354)	(362)	(8,980)	(344)
Income tax expense	4	-	(550)	-	(327)
Profit/(loss) from continuing operations		(9,354)	(912)	(8,980)	(671)
Profit/(loss) from discontinued operations	5	-	(504)	-	-
Profit/(loss) for the year		(9,354)	(1,416)	(8,980)	(671)
Loss attributable to minority equity		30	-	-	-

INCOME STATEMENT FOR YEAR ENDED 30 JUNE 2009

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
interest					
Profit/(loss) attributable to members of the parent entity		(9.324)	(1,416)	(8,980)	(671)
Overall Operations					
Basic earnings per share (cents per share)	9	(12.19)	(1.86)		
Diluted earnings per share (cents per share)	9	(12.19)	(1.86)		
Continuing Operations					
Basic earnings per share (cents per share)	9	(12.19)	(1.20)		
Diluted earnings per share (cents per share)	9	(12.19)	(1.20)		
Discontinued Operations					
Basic earnings/(loss) per share (cents per share)	9	-	(0.66)		

BALANCE SHEET AS AT 30 JUNE 2009

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	10	10	15	-	-
Trade and other receivables	11	998	1,640	10	86
Inventories	12	58	80	-	-
Other current assets	17	163	937	-	-
TOTAL CURRENT ASSETS		1,229	2,672	10	86
NON-CURRENT ASSETS					
Trade and other receivables	11	21	2,137	1,400	3,405
Land held for sale	13	-	459	-	-
Investment Stock	14	124	403	-	-
Financial assets	15	2,600	1,013	2,996	9,961
Property, plant and equipment	18	485	1,081	-	-
Intangible assets	19	957	5,385	-	-
TOTAL NON-CURRENT ASSETS		4,187	10,478	4,396	13,366
TOTAL ASSETS		5,416	13,150	4,406	13,452
CURRENT LIABILITIES					
Trade and other payables	20	1,413	1,571	10	49
Financial liabilities	21	810	771	-	-
Other current liabilities	22	1,496		2,890	2,922
Short-term provisions	23	146	177	-	-
TOTAL CURRENT LIABILITIES		3,865	2,519	2,900	2,971
NON-CURRENT LIABILITIES					
Trade and other payables	20	699	428	5	-
Financial liabilities	21	251	420	-	-
Long-term provisions	23	97	95	-	-
TOTAL NON-CURRENT LIABILITIES		1,047	943	5	-
TOTAL LIABILITIES		4,912	3,462	2,905	2,971
NET ASSETS		503	9,689	1,501	10,481
EQUITY					
Issued capital	24	11,183	11,183	11,183	11,183
Reserves	25	7	(78)	-	83
Accumulated losses		(10,657)	(1,416)	(9,682)	(785)
Parent interest		533	9,689	-	10,481
Minority equity interest		(30)	-	-	-
TOTAL EQUITY		503	9,689	1,501	10,481

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2009

Consolidated Group	Note	Share Capital Ordinary	Accumulated Losses	Foreign Exchange Reserve	Minority Equity Interest	Option Reserve	Total
		$000	$000	$000	$000	$000	$000
Balance at *1.7.2007*		11,530	(361)	117		83	11,369
Shares bought back during the year		(362)					(362)
Profit/(loss) attributable to members of parent entity			(1,374)				(1,374)
Entity no longer within consolidation scope			319				319
Adjustment from transaction of foreign controlled entity				(278)			(278)
Transaction costs arising from share issue		15					15
Subtotal		11,183	(1,416)	(161)	-	83	9,689
Dividend paid or provided for							
Balance at *30.6.2008*		11,183	(1,416)	(161)	-	83	9,689
Profit/(loss) attributable to members of parent entity			(9,324)				(9,241)
Expiration of options			83			(83)	(83)
Loss attributable to minority shareholders					(30)		(30)
Adjustment from transaction of foreign controlled entity				168			168
Subtotal		11,183	(10,657)	7	(30)	-	503
Dividend paid or provided for							
Balance at *30.6.2009*		11,183	(10,657)	7	(30)	-	503

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2009

Parent Entity	Note	Share Capital Ordinary	Accumulated Losses	Share Option Reserve	Total
		$000	$000	$000	$000
Balance at *1.7.2007*		11,530	(114)	83	11,499
Shares bought back during the year		(362)			(362)
Loss attributable to members of parent entity			(671)		(671)
Transaction costs arising from share issue		15			15
Subtotal		11,183	(785)	83	10,481
Dividend paid or provided					
Balance at *30.6.2008*		11,183	(785)	83	10,481
Expiration of options			83	(83)	(83)
Loss attributable to members of parent entity			(8,980)		(8,897)
Subtotal		11,183	(9,682)	-	1,501
Dividend paid or provided					
Balance at *30.6.2009*		11,183	(9,682)	-	1,501

The accompanying notes form part of these financial statements.

CASH FLOW STATEMENT FOR YEAR ENDED 30 JUNE 2009

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
CASH FLOWS FROM OPERATING ACTIVITIES					
Receipts from customers		4,433	6,326	-	-
Payments to suppliers and employees		(4,221)	(6,682)	-	-
Dividends received		-	-	-	-
Interest received		3	1	-	-
Finance costs		(197)	(75)	-	-
Sundry income received			-	-	
Net cash provided by (used in) operating activities		18	(430)	-	-
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from sale of property, plant and equipment		117	-	-	-
Purchase of property, plant and equipment		-	(75)		-
Purchase of intangibles		-	-	-	-
Purchase of other non-current assets		-	-	-	-
Net cash provided by (used in) investing activities		117	(75)	-	-
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issue of shares		-	-	-	-
Proceeds from borrowings		-	70	-	-
Repayment of borrowings		(217)	(159)	-	
Dividends paid by parent entity				-	(5)
Net cash provided by (used in) financing activities		(217)	(89)	-	(5)
Net increase in cash held		(82)	(594)	-	(5)
Cash at beginning of financial year	10	(488)	106	-	5
Cash at end of financial year	10	(570)	(488)	-	-

Due to the extensive use of Trade Dollars in the operation of the business, it is not possible to extract the cash portion of the balance sheet accounts and profit & loss accounts. As such, it is not possible to reconcile the net cash provided by operating activities to the net profit after tax.

The accompanying notes form part of these financial statements.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial report includes the consolidated financial statements and notes of BBX Holdings limited and controlled entities ('Consolidated Group' or 'Group'), and the separate financial statements and notes of BBX Holdings limited as an individual parent entity. The financial report was adopted by the Directors of the Group on 30 September 2009.

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The group has completed various transactions denominated in BBX trade dollars during the year. Certain assets and liabilities at year end are recorded in BBX trade dollars. These transactions and balances have been converted on the basis of one BBX trade dollar for one currency unit in each of the countries in which the group operates.

The financial report has been prepared on an accruals basis and is based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(a) Principles of Consolidation

A controlled entity is any entity over which BBX Holdings Ltd has the power to govern the financial and operating policies of so as to obtain benefits from its activities. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are considered.

A list of controlled entities is contained in Note 16 to the financial statements. All controlled entities have a June financial year-end.

At reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered (left) the consolidated group during the year, their operating results have been included (excluded) from the date control was obtained (ceased).

All inter-group balances and transactions between entities in the consolidated group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity.

Minority interests, being that portion of the profit or loss and net assets of subsidiaries attributable to equity interests held by persons outside the Group, are shown separately within the Equity section of the consolidated Balance Sheet and in the consolidated Income Statement.

(b) Income Tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the consolidated group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(c) Inventories

Inventories are measured at the lower of cost and net realisable value.

(d) Plant and Equipment

Each class of plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the re-valued amount of the asset.

-Plant and equipment

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land and buildings are credited to a revaluation reserve in shareholders' equity. Decreases that offset previous increases of the same asset are charged against fair value reserves directly in equity; all other decreases are charged to the income statement. Each year the difference between depreciation based on the revalued carrying amount of the asset charged to the income statement and depreciation based on the asset's original cost is transferred from the revaluation reserve to retained earnings.

-Depreciation

The depreciable amount of all fixed assets including building and capitalised lease assets, but excluding freehold land, is depreciated on a straight line basis over their useful lives to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Buildings	2.5%
Leasehold improvements	2.5%
Plant and equipment	7.5-50%
Leased plant and equipment	7.5%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

(e) Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership that are transferred to entities in the consolidated group are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

(f) Financial Instruments

Recognition and Initial Measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

Classification and Subsequent Measurement

Finance instruments are subsequently measured at either of fair value, amortised cost using the effective interest rate method, or cost. *Fair value* represents the amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as:

a. the amount at which the financial asset or financial liability is measured at initial recognition;

b. less principal repayments;

c. plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the *effective interest method*; and

d. less any reduction for impairment.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

i. *Financial assets at fair value through profit or loss*

NOTE 1:STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

ii. *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

iii. *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Group's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

iv. *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

v. *Financial liabilities*

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Fair Value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment

At each reporting date, the Group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the income statement.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

(g) Impairment of Assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(h) Intangibles

-Goodwill

Goodwill and goodwill on consolidation are initially recorded at the amount by which the purchase price for a business combination exceeds the fair value attributed to the interest in the net fair value of identifiable assets, liabilities and contingent liabilities at date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(i) Foreign Currency Transactions and Balances

Functional and Presentation Currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Transaction and Balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the income statement, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the income statement.

Group Companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

— assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;

— income and expenses are translated at average exchange rates for the period; and

— retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the balance sheet. These differences are recognised in the income statement in the period in which the operation is disposed.

(l) Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within 1 year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than 1 year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those cashflows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cashflows.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(j) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(k) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the balance sheet.

(l) BBX Trade Dollars

BBX currency unit adopted by the BBX Exchange in order to pass value between Member's accounts. It has par value with the currency of the country in which the exchange operates, for example, one BBX Trade Dollar (BBX$) equals one A$ in Australia. and one NZ$ in New Zealand.

(m) Revenue

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement in those goods.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

All revenue is stated net of the amount of goods and services tax (GST)

(n) Borrowing Costs

All borrowing costs are recognised in income in the period in which they are incurred.

(o) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(p) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(q) Rounding of Amounts

The parent entity has applied the relief available to it under ASIC Class Order 98/100 and accordingly, amounts in the financial report and directors' report have been rounded off to the nearest $1,000.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(s) Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

Key Estimates — Impairment

The group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Impairment calculations have been prepared based on the following assumptions:

1. Stemming the reduction in turnover
2. A further round of cost cutting
3. Income flow from Indian master franchises
4. Continued successful fundraising for the BBX Property Investment Fund Ltd
5. Up take of new members from internet and other sales promotions
6. Balance of property settlements where contracts are already exchanged
7. Establishment of financial planning division office at Gordon
8. Successful trading from insurance joint venture
9. Continued rollout of Australian franchise offices
10. No further significant bad debts & write-offs

NOTE 2: REVENUE

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
Sales revenue					
— service fees		4,843	7,517	-	-
— sale of goods		167	1,512	-	-
— dividends received	2a	-	-	-	40
— interest received	2b	3	1	-	-
— Gain on sale of franchise in Australia		-	423	-	-
— Gain on sale of international franchise		-	1,070	-	
— rental revenue for property investment		33	9	-	-
— Other revenue		42	69	-	-
Total Revenue		5,088	10,602	-	40
Other income					
— gain on disposal of property, plant and equipment		-	4	-	-
— gain on revaluation of investment property		-	378	-	-
— gains on disposal of controlled entity		-	488	-	
		-	870	-	-
a. Dividend revenue from:					
— wholly-owned subsidiaries		-	-	-	-
— partly owned subsidiaries		-	-	-	40
Total dividend revenue		-	-	-	40
b. Interest revenue from:					
— other persons		3	1	-	-
Total interest revenue		3	1	-	-

NOTE 3: PROFIT FOR THE YEAR

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
a. **Expenses**					
Cost of sales		67	1,320	-	-
Finance costs:					
— external		-	178	-	-
Total finance costs		-	178	-	-
Bad and doubtful debts:					
— trade receivables		974	1,432	-	-
Total bad and doubtful debts		974	1,432	-	-
Depreciation of non-current assets:					
— Plant & equipment		283	278	-	-
— Leased plant & equipment		5	8	-	-
Total depreciation		288	286	-	-

NOTE 4: INCOME TAX EXPENSE

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
a. The components of tax expense comprise:					
Reversal of deferred tax assets recognised in prior years		-	550	-	327
		-	550	-	327
b. The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:					
Prima facie tax payable on profit from ordinary activities before income tax at 30% (2009: 30%)					
— consolidated group		-	-	-	-
— parent entity		-	-	-	-
		-	-	-	-

NOTE 4: INCOME TAX EXPENSE (CONT'D)

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
Add:					
Tax effect of:					
— reversal of deferred tax assets recognised in prior years		-	550	-	327
		-	550	-	327
Less:					
Income tax attributable to entity		-	550	-	327

Deferred tax assets not brought to account, the benefits of which will only be realised if the conditions for deductibility set out in Note 1(b) occur:

- tax losses: operating losses $4,699 (2008:$1,952)
- tax losses: capital losses $662 (2008: $100)

NOTE 5: DISCONTINUED OPERATIONS

	Consolidated Group	
	2009 $000	2008 $000
On 30 June 2008, the consolidated group announced its decision to dispose of Priced2Clear Pty ltd, thereby discontinuing its operations in this business segment.		
This announcement was made subsequent to approval by the group's management and shareholders.		
The division was sold on 30 June 2008.		
The financial performance of the discontinued operation to the date of sale which is included in profit/(loss) from discontinued operations per the income statement is as follows:		
Revenue	-	809
Expenses	-	(1,313)
Profit before income tax	-	(504)
Income tax expense	-	-
Profit/(loss) attributable to members of the parent entity	-	(504)
Profit/(loss) on sale before income tax	-	16
Income tax expense	-	-
Profit (loss) on sale after income tax	-	(16
Total profit/(loss) after tax attributable to the discontinued operation	-	(488)
The net cash flows of the discontinuing division which have been incorporated into the statement of cash flows are as follows:		
Net cash inflow/(outflow) from operating activities	-	(1)
Net cash inflow from investing activities	-	-
Net cash (outflow)/inflow from financing activities	-	-
Net cash increase in cash generated by the discontinuing division	-	(1)

Gain on disposal of the division included in gain from discontinued operations per the income statement.

NOTE 6: KEY MANAGEMENT PERSONNEL COMPENSATION

a. **Names and positions held of consolidated and parent entity key management personnel in office at any time during the financial year are:**

Key Management Person	Position
Michael Touma	Managing Director
Mireille Touma	Administration Director
Carolin Macdonald	Chief Operating Officer
Tim Creasy	Chief Financial Officer & Company Secretary
Magali Russo	National Support Manager
Peter O'Mara	Director (Resigned: 18/08/08)
Hector Vieira	Chairman

Key management personnel remuneration has been included in the Remuneration Report section of the Directors Report

b. **Options and Rights Holdings**

Number of Options Held by Key Management Personnel

	Balance 1.7.2008	Granted as Compen-sation	Options Exercised	Options Expired*
Tim Creasy	400,000	-	-	(400,000)
Carolin Macdonald	400,000	-	-	(400,000)
Hector Vieira	400,000	-	-	(400,000)
Total	1,200,000	-	-	(1,200,000)

As of 30 June 2009, there are no options held by key management personnel.

NOTE 6: KEY MANAGEMENT PERSONNEL COMPENSATION (CONT'D)

c. **Shareholdings**

Number of Shares held by Key Management Personnel

	Balance 1.7.2008	Received as Compen-sation	Options Exercised	Net Change Other*	Balance 30.6.2009
Mireille Touma	21,000	-	-	-	21,000
Magali Russo	70,825	-	-	-	70,825
Hector Vieira	8,000	-	-	-	8,000
Michael Touma	39,823,260	-	-	(20,015,260)	19,808,000
Carolin Macdonald	32,000	-	-	-	32,000
Total	39,955,085	-	-	-	39,955,085

* Net Change Other refers to shares purchased or sold during the financial year.

NOTE 7: AUDITORS' REMUNERATION

	Consolidated Group		Parent Entity	
	2009 $000	2008 $000	2009 $000	2008 $000
Remuneration of the auditor of the parent entity for:				
— auditing or reviewing the financial report	183	66	-	19
— taxation services provided by related practice of auditor	22	138	-	79

NOTE 8: DIVIDENDS

	Consolidated Group		Parent Entity	
	2009 $000	2008 $000	2009 $000	2008 $000
Distributions paid				
Interim fully franked ordinary dividend of Nil (2008: Nil) cents per share franked at the tax rate of 30% (2008: 30%)	-	-	-	-
	-	-	-	-
a. Balance of franking account at year end adjusted for franking credits arising from:				
— payment of provision for income tax	78	78	-	-

NOTE 9: EARNINGS PER SHARE

		Consolidated Group	
		2009 $000	2008 $000
a.	Reconciliation of earnings to profit or loss		
	Profit/(loss)	(9,324)	(1,416)
	Profit/(loss) attributable to minority equity interest	-	-
	Redeemable and converting preference share dividends	-	-
	Earnings used to calculate basic EPS	(9,324)	(1,416)
	Dividends on converting preference shares	-	-
	Earnings used in the calculation of dilutive EPS	(9,324)	(1,374)
b.	Reconciliation of earnings to profit or loss from continuing operations		
	Profit/(loss) from continuing operations	(9,324)	(870)
	Profit attributable to minority equity interest in respect of continuing operations	-	-
	Redeemable and converting preference share dividends	-	-
	Earnings used to calculate basic EPS from continuing operations	(9,324)	(870)
	Dividends on converting preference shares		-
	Earnings used in the calculation of dilutive EPS from continuing operations	(9,324)	(870)
c.	Reconciliation of earnings to profit or loss from discontinuing operations		
	Profit/(loss) from discontinuing operations	-	(504)
	Profit attributable to minority equity interest	-	-
	Redeemable and converting preference share dividends	-	-
	Earnings used to calculate basic EPS from discontinuing operations	-	(504)
		No.	No.
d.	Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	76,036	76,036
	Weighted average number of options outstanding	3,600	3,600
	Weighted average number of converting preference shares on issue	-	-
	Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	76,036	76,036

e. Diluted earnings per share is not reflected for discontinuing operations as the result is anti-dilutive in nature

NOTE 10: CASH AND CASH EQUIVALENTS

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
Cash at bank and in hand		10	15	-	-
		10	15	-	-

Reconciliation of cash

Cash at the end of the financial year as shown in the cash flow statement is reconciled to items in the balance sheet as follows:

	Note	Consolidated Group 2009 $000	Consolidated Group 2008 $000	Parent Entity 2009 $000	Parent Entity 2008 $000
Cash and cash equivalents		10	15	-	-
Bank overdrafts	21	(580)	(503)	-	-
		(570)	(488)	-	-

NOTE 11: TRADE AND OTHER RECEIVABLES

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
CURRENT					
Trade receivables		1,020	1,863	-	86
Provision for impairment of receivables	11a(i)	(22)	(551)	-	-
		998	1,312	-	86
Sundry Debtors		-	328	10	-
		998	1,640	10	86
NON-CURRENT					
Amounts receivable from:					
— wholly-owned entities		-	-	1,308	3,312
— associated companies		21	137	92	93
— directors of parent entity		-	-	-	-
— other receivables		-	2,000	-	-
		21	2,137	1,400	3,405

a. **Provision For Impairment of Receivables**

Current trade and receivables are generally on 30 day terms. Non-current trade and receivables are assessed for recoverability based on the underlying terms of the contract. A provision for impairment is recognised when there is an objective evidence that an individual trade or receivable is impaired. These amounts have been included in the other expenses item.

Movement in the provision for impairment of receivables is as follows:

NOTE 11: TRADE AND OTHER RECEIVABLES (CONT'D)

		Opening Balance 1.7.07 $000	Charge for the Year $000	Amounts Written Off $000	Closing Balance 30.6.08 $000
	Consolidated Group				
(i)	Current trade receivables	113	1,870	(1,432)	551
		113	**1,870**	**(1,432)**	**551**
	Parent Entity				
(i)	Current trade receivables	-	-	-	-
		-	-	-	-

		Opening Balance 1.7.08 $000	Charge for the Year $000	Amounts Written Off $000	Closing Balance 30.6.09 $000
	Consolidated Group				
(i)	Current trade receivables	551	850	(1,380)	22
		551	**850**	**(1,380)**	**22**
	Parent Entity				
(i)	Current trade receivables	-	-	-	-
		-	-	-	-

NOTE 12: INVENTORIES

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
CURRENT					
At cost		58	80	-	-
		58	80	-	-

NOTE 13: LAND HELD FOR SALE

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
Land held for sale		-	459	-	-
		-	459	-	-

NOTE 14: INVESTMENT STOCK

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
Investment Stock		124	403	-	-
		124	403	-	-

NOTE 15: FINANCIAL ASSETS

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
Available-for-sale financial assets	15a	2,600	1,013	2,996	9,961
Less non-current portion		(2,600)	(1,013)	(2,996)	(9,961)
Current portion		-	-	-	-

	Note	Consolidated Group 2009 $000	Consolidated Group 2008 $000	Parent Entity 2009 $000	Parent Entity 2008 $000
a. **Available-for-sale Financial Assets Comprise**					
Listed investments, at fair value					
— shares in listed corporations		2,538	531	2,538	531
		2,538	531	2,538	531
Unlisted investments, at cost					
— shares in controlled entities		-	-	396	9,048
— shares in other corporations	15b	-	-	-	-
— shares in unlisted public corporations		62	482	62	382
		62	482	458	9,430
Total available-for-sale financial assets		2,600	1,013	2,996	9,961

Available-for-sale financial assets comprise investments in the ordinary issued capital of various entities. There are no fixed returns or fixed maturity date attached to these investments.

NOTE 16: CONTROLLED ENTITIES

a. **Controlled Entities Consolidated**

	Country of Incorporation	Percentage Owned (%)*	
		2009	**2008**
Subsidiaries of BBX Holdings Ltd:			
BBX Management Ltd	Australia	100%	100%
BBX Financial Solutions Ltd	Australia	100%	100%
Barter Bonus Points Pty Ltd	Australia	Nil%	100%
BBX Management Ltd	New Zealand	100%	100%
BBX Distribution Pty Ltd	Australia	100%	100%
BBX International Ltd	HK, China	100%	100%
BBX Funds Management Ltd	Australia	50%	50%
BBX Financial Advisors Pty Ltd	Australia	50%	50%
BBX Money Pty Ltd	Australia	100%	100%
BBX Real Estate Pty Ltd	Australia	100%	100%

** Percentage of voting power is in proportion to ownership*

b. **Disposal of Controlled Entities**

On 28 August 2008, the parent entity disposed of its 100% interest in Barter Bonus Points Pty Ltd. An operating loss of $Nil after income tax was attributable to members of the parent entity from the disposal. No remaining interest in the entity was held by any member of the consolidated entity.

NOTE 17: OTHER CURRENT ASSETS

	Consolidated Group		Parent Entity	
	2009 $000	**2008 $000**	**2009 $000**	**2008 $000**
CURRENT				
Receipts on land contracts		59	-	-
Barter System (trade exchange surplus)	-	837		
Deposits	11	25	-	-
Prepayments	140	4	-	-
Capitalised franchise expenses	12	12	-	-
	163	937	-	-

NOTE 18: PROPERTY, PLANT AND EQUIPMENT

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
PLANT AND EQUIPMENT					
Plant and equipment:					
At cost		1,475	1,612	-	-
Accumulated depreciation		(990)	(1,009)	-	-
		485	603	-	-
Plant and equipment available for lease to external parties pursuant to operating leases					
At cost		-	600	-	-
Accumulated depreciation		-	(122)	-	-
		-	478	-	-
Total Property, Plant and Equipment		485	1,081	-	-

a. **Movements in Carrying Amounts**

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year

	Plant and Equipment $000	Leased Plant and Equipment $000	Total $000
Consolidated Group:			
Balance at 1 July 2007	665	37	702
Additions	760	-	760
Disposals	(39)	-	(39)
Depreciation expense	(278)	(8)	(286)
Disposals of assets on sale of subsidiary	(56)	-	(56)
Balance at 30 June 2008	1,052	29	1,081
Additions	66	-	66
Disposals	(374)	-	(374)
Depreciation expense	(283)	(5)	(288)
Balance at 30 June 2009	461	24	485

NOTE 19: INTANGIBLE ASSETS

	Consolidated Group		Parent Entity	
	2009 **$000**	**2008** **$000**	**2009** **$000**	**2008** **$000**
Goodwill				
Cost	5,709	5,152	-	-
Accumulated impaired losses	(5,005)	-	-	-
Net carrying value	704	5,152	-	-
Computer Software				
Cost	140	140	-	-
Accumulated amortisation and impairment	(133)	(119)	-	-
Net carrying value	7	21	-	-
Website Development				
Cost	503	332	-	-
Accumulated amortisation and impairment	(257)	(120)	-	-
Net carrying value	246	212	-	-
Total intangibles	957	5,385	-	-

	Goodwill	Computer Software	Website Development
	$000	**$000**	**$000**
Consolidated Group:			
Year ended 30 June 2008			
Balance at the beginning of year	499	10	25
Additions	953	16	299
Amortisation charge	-	(5)	(42)
	5,152	21	212
Year ended 30 June 2009			
Balance at the beginning of year	5,152	21	212
Additions	557	-	171
Amortisation charge	(5,005)	(14)	(137)
Closing value at 30 June 2009	704	7	246

Intangible assets, other than goodwill, have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense per the income statement.

Goodwill impairment in the Parent Entity has been reflected by a reduction in the carrying value in the non-current financial assets to which the goodwill relates.

NOTE 20: TRADE AND OTHER PAYABLES

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
CURRENT					
Unsecured liabilities					
Trade payables		155	223	-	-
Sundry payables and accrued expenses		1,258	1,348	10	49
		1,413	1,571	10	49
NON-CURRENT					
Unsecured liabilities					
Directors		563	298	-	-
Other related parties		136	130	5	-
		699	428	5	-

NOTE 21: FINANCIAL LIABILITIES

	Note	Consolidated Group		Parent Entity	
		2009 $000	2008 $000	2009 $000	2008 $000
CURRENT					
Secured liabilities					
Bank overdrafts	22a,b	580	503	-	-
Bank loans	22a,b	127	115	-	-
Hire purchase liability		86	142	-	-
Lease liability		17	11	-	-
		810	771	-	-
NON-CURRENT					
Secured liabilities					
Bank loans	22a,b	114	157	-	-
Hire purchase liability		137	246	-	-
Lease liability		-	17	-	-
		251	420	-	-

NOTE 21: FINANCIAL LIABILITIES (CONT'D)

a. Total current and non-current secured liabilities:				
Bank overdrafts	580	503	-	-
Bank loans	241	272	-	-
Hire purchase liability	223	388	-	-
Lease liability	17	28	-	-
	1,061	1,191	-	-

b. The bank overdrafts and bank loans are secured by:

- Cross guarantee from BBX Holdings Ltd, BBX Management Pty Ltd, BBX Financial Solutions Pty Ltd and the personal guarantee of Michael Touma.
- Registered mortgage debenture over BBX Management Pty Ltd.

NOTE 22: OTHER CURRENT LIABILITIES

	Note	Consolidated Group		Parent Entity	
		2009 $000	**2008 $000**	**2009 $000**	**2008 $000**
Barter System (trade exchange deficit)		1,496	-	2,890	2,922
		1,496	-	2,890	2,922

The above balance is denominated in BBX Trade Dollars

NOTE 23: PROVISIONS

Consolidated Group

	Short-term Employee Benefits	Long-term Employee Benefits	Total
	$000	$000	$000
Opening balance at 1 July 2008	177	95	272
Additional provisions	91	2	93
Amounts used	(122)	-	(122)
Balance at 30 June 2009	146	97	243

Parent Entity

	Long-term Employee Benefits	Other	Total
	$000	$000	$000
Opening balance at 1 July 2008	-	-	-
Additional provisions	-	-	-
Amounts used	-	-	-
Balance at 30 June 2009	-	-	-

Analysis of Total Provisions

	Consolidated Group		Parent Entity	
	2009 $000	2008 $000	2009 $000	2008 $000
Current	146	177	-	-
Non-current	97	95	-	-
	243	272	-	-

Provision for Long-term Employee Benefits

A provision has been recognised for employee entitlements relating to long service leave. In calculating the present value of future cash flows in respect of long service leave, the probability of long service leave being taken is based on historical data. The measurement and recognition criteria relating to employee benefits has been included in Note 1 to this report.

NOTE 24: ISSUED CAPITAL

	Consolidated Group		Parent Entity	
	2009	**2008**	**2009**	**2008**
	$000	**$000**	**$000**	**$000**
76,035,953 (2008: 76,035,953) fully paid ordinary shares	11,183	11,183	11,183	11,183
	11,183-	11,183	11,183	11,183

		Consolidated Group		Parent Entity	
		2009 No.	**2008 No.**	**2009 No.**	**2008 No.**
a.	**Ordinary shares**				
	At the beginning of reporting period	76,035,953	77,485,953	76,035,953	77,485,953
	Shares issued during the year	-			
	Shares bought back during year				
	— 25 October 2007	-	(1,353,000)	-	(1,353,000)
	— 30 November 2007	-	(97,000)	-	(97,000)
	At reporting date	76,035,953	76,035,953	76,035,953	76,035,953

On 25 October 2007 the company bought back 1,353,000 ordinary shares on issue at $0.25 each. The total purchase consideration of the buy-back was $338,250.

On 30 November 2007 the company bought back 97,000 ordinary shares on issue at $0.25 each. The total purchase consideration of the buy-back was $24,250.

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

b. Capital Management

Management controls the capital of the Group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital includes ordinary shares and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

NOTE 25 RESERVES

a **Foreign Currency Translation Reserve**

The foreign currency translation reserve records exchange differences arising on translation of a foreign controlled subsidiary.

b **Option Reserve**

The option reserve records items recognised as expenses on valuation of employee share options.

NOTE 26: CAPITAL AND LEASING COMMITMENTS

	Note	Consolidated Group		Parent Entity	
		2009 $000	**2008 $000**	**2009 $000**	**2008 $000**
a. **Finance Lease Commitments**					
Payable — minimum lease payments					
— not later than 12 months		112	173	-	-
— between 12 months and 5 years		142	281	-	-
— greater than 5 years		-	-	-	-
Minimum lease payments		254	454	-	-
Less future finance charges		(14)	(38)		
Present value of minimum lease payments	22	240	416	-	-
b. **Operating Lease Commitments**					
Non-cancellable operating leases contracted for but not capitalised in the financial statements					
Payable — minimum lease payments					
— not later than 12 months		388	317	-	-
— between 12 months and 5 years		885	1,050	-	-
— greater than 5 years		-	-	-	-
		1,273	1,367	-	-

NOTE 27: CONTINGENT LIABILITIES AND CONTINGENT ASSETS

	Consolidated Group		Parent Entity	
	2009	2008	2009	2008
	$000	$000	$000	$000
Estimates of the potential financial effect of contingent liabilities that may become payable:				
Contingent Liabilities				
Litigation by American International Group				
Litigation fees as yet to be determined in relation to litigation now settled	50	40	50	40

NOTE 28: SEGMENT REPORTING

Although the Group's operations are conducted in Australia, Hong Kong and New Zealand, decision making personnel are primarily located in Australia. All key strategic decisions are made in this geographical region. It has therefore been deemed that the Group has only one business segment. As such, no additional Segment Reporting disclosures have been included in this report.

NOTE 29: RELATED PARTY TRANSACTIONS

	Consolidated Group		Parent Entity	
	2009	2008	2009	2008
	$000	$000	$000	$000
Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.				
Transactions with related parties:				
a. **Associated Companies**				
Rental paid to Touma Family Pty ltd	302,500	155	-	-
Rental paid to BBX Property Investment Fund Ltd.	-	65	-	-

NOTE 30: FINANCIAL RISK MANAGEMENT

a. **Interest Rate Risk**

The consolidated group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is as follows:

	Weighted Average Effective Interest Rate		**Floating Interest Rate**		**Within 1 Year**		**1 to 5 years**		**Non Interest Bearing**		**Total**	
	2009	**2008**	**2009**	**2008**	**2009**	**2008**	**2009**	**2008**	**2009**	**2008**	**2009**	**2008**
			$000	**$000**	**$000**	**$000**	**$000**	**$000**	**$000**	**$000**	**$000**	**$000**
Financial Assets:												
Receivables									998	1,640	998	1,640
Short-term investment										531		531
Total Financial Assets			811	760					998	2,171	998	2,171
Financial Liabilities:												
Bank overdraft	11.57	11.57	570	488							570	488
Bank loan	10.17	10.07	241	272							241	272
Total Financial Liabilities			811	760							811	460

b. **Credit Risk**

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets is the carrying amount, net of any provisions for doubtful debts of those assets, as disclosed in the statement of financial position and notes to the financial statements.

The consolidated group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the consolidated group.

Sensitivity Analysis

The following table illustrates sensitivities to the Group's exposures to changes in interest rates, exchange rates and commodity and equity prices. The table indicates the impact on how profit and equity values reported at balance date would have been affected by changes in the relevant risk variable that management considers to be reasonably possible. These sensitivities assume that the movement in a particular variable is independent of other variables.

	Consolidated Group		**Parent Entity**	
Year Ended 30 June 2009	**Profit $000**	**Equity $000**	**Profit $000**	**Equity $000**
+/-1% in interest rates	6	6	-	-

	Consolidated Group		Parent Entity	
Year Ended 30 June 2008	**Profit $000**	**Equity $000**	**Profit $000**	**Equity $000**
+/-1% in interest rates	4	4	-	-

NOTE 31: EVENTS AFTER THE BALANCE SHEET DATE

There were no events after the balance sheet date to report.

NOTE 32: COMPANY DETAILS

The registered office of the company is:

916 Pacific Highway, Gordon NSW 2072

The principal place of business is:

916 Pacific Highway, Gordon NSW 2072

DIRECTORS DECLARATION

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages * to * are in accordance with the Corporations Act 2001:

   (a) comply with Accounting standards and the Corporations Regulations 2001; and

   (b) give a true and fair view of the financial position as at 30 June 2008 and of the performance for the year ended on that date of the Consolidated Group and controlled entities;

2. The Chief Executive Officer and the Chief Financial Officer have each declared that:

(a) the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the Corporations Act 2001;

(b) the financial statements and notes for the financial year comply with applicable accounting standards; and

(c) the financial statements and notes for the financial year give a true and fair view.

3. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

On behalf of the Board.

Hector Vieira

Chairman

Michael Touma

Director

30 September 2009

Gordon

robertnielsonpartners
ABN 24 216 690 404
chartered accountant
business advisors

Level 7 280 George Street
Sydney NSW 2000 Australia
Box R176 Royal Exchange
NSW 1225 Australia
T 61 2 9235 0299
F 61 2 9222 1065
E enq@robertnielsonpartners.com.au

INDEPENDENT AUDIT REPORT
TO THE MEMBERS OF BBX HOLDINGS LIMITED

Scope

Report on the Financial Report

We have audited the accompanying financial report comprising the income statement, the balance sheet, statement of changes in equity, statement of cash flows, accompanying notes to the financial statements and the directors' declaration for BBX Holdings Limited (the company) and BBX Holdings Limited and its Controlled Entities (the consolidated entity) for the year ended 30 June 2009. The consolidated entity comprises both the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud and error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances In Note 1 the directors also state, in accordance with Accounting Standard AASB 101; .Presentation of Financial Statements that the financial statements comply with International Financial Reporting Standards in their entirety

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We have conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluation the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Basis for Qualified Audit Opinion

As set out in Note 12 to the financial statements the company holds a quantity on investment stock at 30 June 2009 consisting of gold and silver jewellery for a total value of $124,000. This inventory is currently held at cost.

No independent valuation of the jewellery as at 30 June 2009 has been carried out. Accordingly we are unable satisfy ourselves that the value of investment inventory at 30 June 2009 is fairly stated.

Qualified Audit Opinion

In our opinion, except for the effect on the financial statements of the matter referred to in the preceding paragraph,

(a) the financial report of BBX Holdings Limited and its controlled entities is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the company's and the consolidated entity's financial position as at 30 June 2009 and of its their performance for the year ended on that date; and

  (ii) complying with Australian Accounting Standards (including Australian Accounting interpretations) and with the Corporations Regulations 2001; and

(b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Report on Remuneration Report

We have audited the Remuneration Report included in pages 21 to 23 of the report of the directors for the year ended 30 June 2009. The Directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with s300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

In our opinion the Remuneration Report of Name Limited for the year ended 30 June 2009, complies with s300A of the *Corporations Act 2001*.

Without further qualification to the opinion expressed above attention is drawn to the following matters.

Significant Uncertainty Regarding Impairment of Goodwill and Carrying Value of Controlled Entities

Note 1(s) sets out a series of assumptions that support the testing of goodwill for impairment and the carrying value of controlled entities in the financial statements of BBX Holdings Limited. The result of this test was that an impairment to the carrying value of goodwill of $5,005,000 was made in the financial statements of the Consolidated Group resulting in a carrying value of goodwill of $704,000 as at 30 June 2009. An impairment of the carrying value of controlled entities of $8,823,000 was also made in the financial statements of BBX Holdings Limited resulting in a carrying value of $396,000 as at 30 June 2009.

In the event that some of these assumptions are found to be incorrect, a further impairment of goodwill, and a further write down in the carrying value of controlled entities in the financial statements of BBX Holdings Limited, may be required.

Robert Nielson Partners

Robert Nielson **Date 30 September 2009**

SHAREHOLDER INFORMATION

The Shareholder Information set out below was applicable at 22 September 2009.

Distribution of Equity Securities

Number of Shares Held	Total Holders	Total No of Shares
1 – 1,000	2	200
1,001 – 5,000	8	31,550
5,001 – 10,000	168	1,355,097
10,001 – 100,000	295	11,839,911
100,001 and over	52	62,809,195
Total	525	76,035,953

Twenty Largest Security Holders

Holder Name	BAL at 23-09-2009	%
ARTHUR PHILLIP NOMINEES PTY LTD	20,000,000	26.303
MR MICHAEL TOUMA	19,808,000	26.051
O'MARA MANAGEMENT PTY LTD <O'MARA MANAGEMENT A/C>	8,037,600	10.571
WWW EBBX.COM PTY LTD	1,650,000	2.170
ALCARDO INVESTMENTS LIMITED <STYLED 102501 A/C>	1,636,000	2.152
MARTIN PLACE SECURITITES STAFF SUPERANNUATION FUND PTY LTD <MPSSF INVESTMENT A/C>	1,592,000	2.094
WHI SECURITIES PTY LTD <CROWN CREDIT CORPORATION A/C>	851,416	1.120
TOUMA INVESTMENTS PTY LTD <M & M TOUMA SUPER FUND A/C>	587,720	0.773
MARTIN PLACE SECURITIES NOMINEES PTY LTD	432,000	0.568
MARTIN PLACE SECURITIES STAFF SUPERANNUATION FUND PYT LTD <MPSSF NO 2 A/C>	408,000	0.537
O'MARA INVESTMENTS PTY LTD <O'MARA INVESTMENTS A/C>	408,000	0.537
N & B ELIAS HOLDINGS PTY LTD <THE JOE & ROSIE S/F A/C>	400,000	0.526
DARALUSH MARKETING & DISTRIBUTION PTY LTD <FREEMAN SUPER FUND A/C>	354,960	0.467
MARTIN PLACE SECURITIES PTY LTD <STAFF SUPER FUND A/C>	300,000	0.395
MS BRONTE DUCKETT	260,000	0.342
JOSE PAREDES LEVISTE & JENNIFER DAYRIT LEVISTE	250,000	0.329
ROBERT MAINLAND HICK	250,000	0.329
MR RUSSELL THOMAS MORRISON & MRS LORETTA ANN MORRISON <MORRISON FAMILY S/F A/C>	236,614	0.311
MR HENRY JOSEPH BEAUMARIS & MRS LYNNE MICHELE BEAUMARIS <HENLY RETIREMENT FUND A/C>	234,000	0.308
SUPER 1136 PTY LTD	225,000	0.296
	57,921,310	76.176
	76,035,953	

SHAREHOLDER INFORMATION

Unquoted Equity Securities

	Number on Issue	Number of Holders
Number of Ordinary Shares under Options	0	0

Voting Rights

The voting rights attaching to each class of equity are set out below:

(a) Ordinary Shares

On a show of hands each member present at a meeting in person or by proxy shall have one vote and upon a poll each share count as one vote.

(b) Options

No voting rights.