

# MinterEllison

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L A W Y E R S

RIALTO TOWERS, 525 COLLINS STREET, MELBOURNE VIC 3000, DX 204 MELBOURNE

**To** Companies Announcements Office  
Facsimile 1300 135 638  
Telephone 02 9227 0334

**From** Bart Oude-Vrielink  
Email bart.oude-vrielink@minterellison.com  
Facsimile +61 3 8608 1151  
Direct line +61 3 8608 2942 / 2908  
Our Ref BFO: 30-5987609

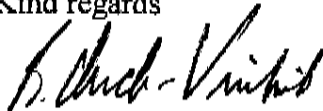
**Date** 23 February 2009  
Number of pages (including this one): 5

**Subject** Sportsbet Pty Ltd - notice of substantial holding

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Please find attached letter and Form 603 notice of substantial holding.

Kind regards



Bart Oude-Vrielink

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If you do not receive all pages please telephone +61 3 8608 2942 / 2908

**IMPORTANT** - The contents of this facsimile may be privileged and confidential. Any unauthorised use of the contents is expressly prohibited. If you have received the document in error, please advise us by telephone (reverse charges) immediately and then shred the document. Thank you.

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23 February 2009

RIALTO TOWERS 525 COLLINS STREET MELBOURNE  
GPO BOX 769G MELBOURNE VIC 3001 AUSTRALIA  
DX 204 MELBOURNE www.minterellison.com  
TELEPHONE +61 3 8608 2000 FACSIMILE +61 3 8608 1000

**BY FACSIMILE: (03) 9948 9848**

The Company Secretary  
International All Sports Limited  
Rialto South Tower  
Level 33/ 525 Collins St  
Melbourne VIC 3000

**COPY**

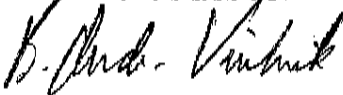
Dear Sir

**Sportsbet Pty Ltd**  
**- notice of substantial holding**

We act for Sportsbet Pty Ltd.

Please see attached a Form 603 notice of substantial holding on behalf of our client and the other entities listed.

Yours faithfully

**MINTER ELLISON**

Contact: Bart Oude-Vrielink Direct phone: +61 3 8608 2942  
Email: bart.oude-vrielink@minterellison.com  
Partner responsible: Bart Oude-Vrielink Direct phone: +61 3 8608 2942  
Our reference: BFO 30-5987609

copy: *Australian Securities Exchange - Sydney*  
*Companies Announcements Office*  
*Tel: 02 9227 0334*  
*Fax: 1300 135 638*

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**Form 603**  
Corporations Act 2001  
Section 674B

**Notice of initial substantial holder**

To Company Name/Scheme International All Sports Limited

ACN/ARSN 055 957 502

**1. Details of substantial holder (1)**

Name Sportsbet Pty Ltd and the entities listed in Annexure A

ACN/ARSN (if applicable) 088 328 612

The holder became a substantial holder on 19/02/2009

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	6,744,609	6,744,609	10.16% (based on total issued on total issued shares of 66,402,197)

**3. Details of relevant interests**

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

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Sportsbet Pty Ltd	Legal and beneficial ownership	6,274,313 fully paid ordinary shares
See Annexure A	See Annexure A	As for Sportsbet Pty Ltd

**4. Details of present registered holders**

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Sportsbet Pty Ltd	Sportsbet Pty Ltd	N/A	3,016,841
Sportsbet Pty Ltd	Unknown	N/A	3,727,768

**5. Consideration**

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

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Sportsbet Pty Ltd and the entities listed in Annexure A (collectively, Sportsbet)	10.02.2009	\$165,082.20		Fully paid Ordinary shares 589,508
As above	11.02.2009	\$354,526.40		1,075,208
As above	12.02.2009	\$63,930.54		252,138
As above	13.02.2009	\$176,347.70		534,387
As above	16.02.2009	\$29,260.00		97,800
As above	17.02.2009	\$104,559.00		323,000
As above	18.02.2009	\$47,850.00		145,000
As above	18.02.2009	\$828,595.20		1,895,743
As above	19.02.2009	\$57,750.00		175,000
As above	20.02.2009	\$391,520.60		1,185,726
As above	23.02.2009	\$167,119.10		470,268

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**6. Associates**

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

Name and ACN/ARSN (if applicable)	Nature of association
N/A	The persons named in paragraph 3 are substantial holders in their own right and are not associates of each other

**7. Addresses**

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

Name	Address
Sportsbet Pty Ltd	Suite, 7 Brett Dixon House Fannie Bay Racecourse, Dickward, Fannie Bay, NT 0820
See Annexure A	

**Signature**

print name	Matthew Tripp	capacity	CEO
sign here	<i>Matthew Tripp</i>	date	23/02/2009

**DIRECTIONS**

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

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

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## ANNEXURE A

This is the annexure of I..... page/ marked A referred to in Sportsbet Pty Ltd's notice of initial substantial holder dated 23 February 2009 signed by me.

  
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Details of substantial holder	Nature of relevant interest	Nature of association
Nambawan Capital Pty Ltd ACN 121 014 677 Level 2 7 Alfred Place Melbourne Vic 3000 as trustee of a trust in which its sole shareholder, Matthew Tripp, and members of his family are among the potential beneficiaries	Voting power in Sportsbet Pty Ltd above 20% resulting in relevant interest under section 608(3) of the Corporations Act	N/A
Dongrisha Pty Ltd ACN 005 595 719 Unit 2 35 Cotham Road Kew Vic 3101 as trustee of a trust in which its sole shareholder, Ciara Griffiths, and members of her family are among the potential beneficiaries	Voting power in Sportsbet Pty Ltd above 20% resulting in relevant interest under section 608(3) of the Corporations Act	N/A

The entities listed in this annexure have the same relevant interests in shares in International All Sports Limited in which Sportsbet Pty Ltd has a relevant interest as Sportsbet Pty Ltd has.

All transactions disclosed in the Form 603 to which this is an annexure took place on ASX.