

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

Name	ACN/ARSN
BrisConnections Management Company Limited as responsible entity for:	128 614 291
BrisConnections Holding Trust; and	131 125 025
BrisConnections Investment Trust (collectively the BCS)	131 124 813

1. Details of substantial holder (1)

Name	ACN
Leighton Holdings Limited (Leighton)	004 482 982
John Holland Pty Ltd (JH) and Thiess Pty Ltd (TPL) As participants in the unincorporated joint venture formed between TPL and JH for the purposes of the Airport Link / Northern Busway (Windsor to Kedron)/EWAG Projects – Design and Construction Contract Ted Williams as nominee proxy holder of JH and TPL	JH - 004 282 268 TPL - 010 221 486
Leighton controlled entities as set out in annexure A (Leighton Controlled Entities)	refer to annexure A
HOCHTIEF group entities as set out in annexure B (HOCHTIEF Group Entities)	refer to annexure B

The holder became a substantial holder on 8/04/2009

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)
Partly paid units in the BrisConnections Holding Trust; and Fully paid units in the BrisConnections Investment Trust (together the Stapled Units).	77,400,933 Stapled Units	77,400,933	19.84%

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) (all references are to the Corporations Act 2001)	Class and number of securities (all references are to Stapled Units)
Leighton	Extension of relevant interest held through JH / TPL s608(3)	77,400,933
JH	Power to exercise the right to vote 77,400,933 Stapled Units held by Australian Style Investments Pty Ltd (A.C.N. 108 603 491) (ASI) under the agreement attached in Annexure C	50% of 77,400,933 (ie 38,700,467)
TPL	Power to exercise the right to vote 77,400,933 Stapled Units held by ASI under the agreement attached in Annexure C	50% of 77,400,933 (ie 38,700,466)
Ted Williams	Nominee proxy holder of JH /TPL (s608(1)(b))	77,400,933
Leighton Controlled Entities other than TI and JHI	Extension of relevant interest held through JH/TPL s 608(3)	77,400,933
HOCHTIEF Group Entities	Extension of relevant interest held through JH/TPL s 608(3)	77,400,933

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	Person entitled to be registered as holder (8)	Class and number of securities
Leighton and the Leighton Controlled Entities and the HOCHTIEF Group Entities	Australian Style Investments Pty Ltd (A.C.N. 109 510 198) (ASI)	ASI	77,400,933 Stapled Units

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
Leighton and the Leighton Controlled Entities and the HOCHTIEF Group Entities	8/4/2009	\$4,500,000	77,400,933 Stapled Units

**Consideration paid in accordance with the terms of the agreement set out at annexure C.

6. Associates

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

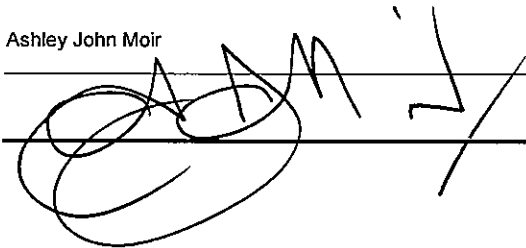
Name and ACN/ARSN (if applicable)	Nature of association
Ted Williams	Nominee proxy holder of JH / TPL (s12(2)(c) control)
refer to annexure A	refer to annexure A
refer to annexure B	Section 12(2)(a) control

7. Addresses

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

Name	Address
Leighton and Leighton Controlled Entities	472 Pacific Highway St Leonards NSW 2065
Ted Williams	179 Grey Street, South Bank QLD 4101
HOCHTIEF Group Entities	Opernplatz 2, 45128 Essen, Germany

Signature

print name	Ashley John Moir	capacity	Leighton Company Secretary
sign here		date	14/4/2009

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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.

Annexure A

This is Annexure A of 4 pages referred to in Form 603 in connection with BCS – Notice of initial substantial holder


 Ashley John Moir
 Leighton Company Secretary

14/4/2009
 Date

Leighton Controlled Entities

Each of the following entities is an associate of Leighton because Leighton controls it (s 12(2)(a)):

	ACN/ASRN (if applicable)	Interest held	Place of incorporation
Adelaide Terrace Investments Pty Ltd		100%	SA
AirportLink Motorways Services		100%	
Ausindo Holdings Pte Ltd		100%	Singapore
Bris Operations Joint Venture		100%	
BOS Australia Pty Ltd		100%	WA
Broad Construction Services (NSW) Pty Ltd		90%	WA
Broad Construction Services (NT) Pty Ltd		90%	WA
Broad Construction Services (QLD) Pty Ltd		90%	Qld
Broad Construction Services (SA) Pty Ltd		90%	SA
Broad Construction Services (VIC) Pty Ltd		90%	WA
Broad Construction Services (WA) Pty Ltd		90%	WA
Broad Group Holdings Pty Ltd (formerly Broad Construction Services Pty Ltd)		90%	WA
Ewenissa Pty Ltd		100%	ACT
Giddens Investment Ltd		100%	Hong Kong
Green Construction Company		100%	USA
GridComm Pty Ltd		100%	Vic
Hong Kong Telecommunications (Australia) Pty Ltd		100%	VIC
Hunter Valley Earthmoving Co Pty Ltd		100%	NSW
HWE Cockatoo Pty Ltd		100%	NT
HWE Maintenance Services Pty Ltd		100%	WA
HWE Mining Pty Ltd		100%	Vic
HWE Newman Assets Pty Ltd		100%	Vic
HWE Newman Mining Pty Ltd		100%	Vic
HWE Newman Services Pty Ltd		100%	Vic
Industrial & Technical Services Pty Ltd		100%	Qld
infoplex Pty Ltd		100%	NSW
ITS Holdings Pty Ltd		100%	Qld
ITS Lube Services Pty Ltd		100%	Qld
Jarraah Wood Pty Ltd		90%	WA
JHG Mutual Limited		100%	
JH Rail Holdings Pty Ltd		100%	VIC
JH Rail Investments Pty Limited		100%	VIC
JH Rail Operations Pty Limited		100%	VIC
Joetel Pty Limited		100%	ACT
John Holland AD Holdings Pty Ltd		100%	Vic
John Holland AD Investments Pty Ltd		100%	Vic
John Holland AD Operations Pty Ltd		100%	Vic
John Holland Aviation Services Pty Ltd		100%	Vic
John Holland Development & Investment Pty Ltd		100%	Vic
John Holland Engineering Pty Ltd		100%	Vic
John Holland Group Pty Ltd		100%	Vic
John Holland Infrastructure Nominees Pty Ltd		100%	Vic
John Holland Infrastructure Pty Ltd		100%	Vic
John Holland Infrastructure Trust		100%	N/A
John Holland Investment Pty Ltd		100%	Vic
John Holland Mining Pty Ltd		100%	Vic
John Holland (NZ) Ltd		100%	New Zealand

	ACN/ASRN (if applicable)	Interest held	Place of incorporation
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John Holland Pty Ltd		100%	Vic
John Holland Rail Pty Ltd		100%	WA
John Holland Services Pty Ltd		100%	Vic
John Holland Services No. 1 Pty Ltd		100%	Vic
John Holland Queensland Pty Ltd		100%	VIC
Kingscliff Resort Trust		100%	
Leighton Admin Services Pty Ltd		100%	NSW
Leighton Arranging Pty Limited		100%	NSW
Leighton Asia (Hong Kong) Holdings (No. 2) Limited		100%	Hong Kong
Leighton Asia Limited (formerly Leighton Asia (Northern) Ltd)		100%	Hong Kong
Leighton Asia (China) Ltd		100%	
Leighton Asia (Korea) Ltd		100%	
Leighton Asia Southern Pte Ltd		100%	Singapore
Leighton Contractors (Asia) Ltd		100%	Hong Kong
Leighton Contractors Asia (Cambodia) Company Ltd		100%	
Leighton Contractors Asia (Vietnam) Ltd		100%	
Leighton Contractors (China) Ltd		100%	Hong Kong
Leighton Contractors Inc. (formerly Leighton Investment Inc.)		100%	USA
Leighton Contractors (India) Private Ltd		100%	India
Leighton Contractors (Indo-China) Ltd		100%	Hong Kong
Leighton Contractors Infrastructure Nominees Pty Ltd		100%	Vic
Leighton Contractors Infrastructure Pty Ltd		100%	Vic
Leighton Contractors Infrastructure Trust		100%	N/A
Leighton Contractors Lanka (Private) Ltd		100%	Sri Lanka
Leighton Contractors (Laos) Co Ltd		100%	Laos
Leighton Contractors (Malaysia) Sdn Bhd		100%	Malaysia
Leighton Contractors (Mauritius) Ltd		100%	Mauritius
Leighton Contractors (Philippines) Inc		40%	Philippines
Leighton Contractors Pty Ltd		100%	NSW
Leighton Contractors (Singapore) Pte Ltd		100%	Singapore
Leighton Finance Ltd		100%	NSW
Leighton Finance International Ltd		100%	NSW
Leighton Foundation Engineering (Asia) Ltd (formerly Lai Lap)		100%	Hong Kong
Leighton Foundation Engineering Ltd		100%	Hong Kong
Leighton Funds Management Pty Ltd		100%	Qld
Leighton Geotech Ltd		49%	Thailand
Leighton Harbour Trust		100%	
Leighton Holdings Infrastructure Nominees Pty Ltd		100%	Vic
Leighton Holdings Infrastructure Pty Ltd		100%	Vic
Leighton Holdings Infrastructure Trust		100%	N/A
Leighton Holdings Investments Pty Ltd		100%	VIC
Leighton Industrial Services Pty Ltd		100%	VIC
Leighton Infrastructure Investments Pty Ltd		100%	NSW
Leighton International (Australia) Pty Ltd		100%	Vic
Leighton International FZ LLC		49%	
Leighton International Ltd (formerly Leighton Asia (Southern) Ltd)		100%	Cayman Islands
Leighton Investments Malaysia (L) Ltd		100%	Malaysia
Leighton Investments Mauritius Ltd		100%	Mauritius
Leighton Investments Mauritius Ltd No. 2		100%	Mauritius
Leighton Mining & Infrastructure Mongolia Limited Liability Company		100%	Mongolia
Leighton Motorway Investments No. 2 Pty Ltd		100%	Vic
Leighton No. 1 Pty Ltd		100%	
Leighton Pacific St Leonards Pty Ltd		100%	VIC
Leighton Portfolio Services Pty Ltd		100%	ACT
Leighton Project Management Sdn Bhd		100%	Malaysia

	ACN/ASRN (if applicable)	Interest held	Place of incorporation
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Leighton Projects Consulting (Shanghai) Limited		100%	China
Leighton Properties (Brisbane) Pty Ltd		100%	Qld
Leighton Properties Pty Ltd		100%	Qld
Leighton Properties (Vic) Pty Ltd		100%	Vic
Leighton Properties (WA) Pty Ltd		100%	WA
† Leighton Property Development Pty Ltd		100%	NSW
Leighton Property Funds Management Limited		100%	NSW
Leighton Property Management Pty Ltd		100%	NSW
Leighton Railway St Pty Ltd		100%	NSW
Leighton Residential Investments Pty Ltd		100%	Vic
Leighton SEA Sdn Bhd		100%	Malaysia
Leighton Services Australia Pty Ltd		100%	NSW
Leighton Staff Shares Pty Ltd		100%	Vic
Leighton Superannuation Pty Ltd		100%	NSW
Leighton USA Inc.		100%	USA
Lewis Scott Enterprises Pty Ltd		100%	NSW
LMENA Pty Ltd		100%	VIC
LMENA No.1 Pty Ltd		100%	VIC
London Circuit No. 1 Trust		100%	N/A
LSE Antenna Services Pty Ltd		100%	Qld
LSE Technology (Australia) Pty Ltd		100%	NSW
LSE Technology Pty Ltd		100%	NSW
Lucon Pty Ltd		100%	Vic
Martox Pty Limited		100%	NSW
Mayfield Engineering Pty Ltd		100%	NSW
MCA Joint Venture Subic Inc		66%	Philippines
Metro Developments Australia Pty Ltd		90%	WA
Menette Pty Ltd		100%	VIC
Metronode Pty Ltd		100%	Vic
Moorabbin Trust		100%	N/A
Nestdeen Pty Ltd		100%	Qld
Nextgen Networks Pty Ltd		100%	ACT
Nextgen Pure Data Pty Ltd		100%	Vic
Nexus Point Solutions Pty Ltd (formerly AAECventure Pty Ltd)		100%	NSW
Onophthi Pty Ltd		100%	NSW
Opal Insurance (Singapore) Pte Ltd		100%	Singapore
Plant & Equipment Leasing Pty Ltd		100%	NSW
Portside Fabrication Pty Ltd		100%	Vic
PT Leighton Contractors Indonesia		99%	Indonesia
PT Thiess Contractors Indonesia		100%	Indonesia
Quantum Explosives Pty Ltd		100%	Qld
Quintelgic Pty Ltd		100%	NSW
Ridgewood Development Pty Ltd		100%	Qld
River Links Developments Pty Ltd		100%	
Silk Telecom Pty Limited		100%	VIC
Silk Telecom (WA) Pty Limited		100%	WA
Silverton Group (Aust) Pty Ltd		59%	WA
Silverton Group Pty Ltd		59%	WA
SMgP Construction Services Pty Ltd		100%	NSW
Swan Water Services Pty Ltd		100%	NSW
Technical Resources Pty Ltd		100%	NSW
Telecommunication Infrastructure Pty Ltd		100%	Vic
Tensacciai Pty Ltd		100%	WA
Thai Leighton Ltd		49%	Thailand
Thiess Contractors (Malaysia) Sdn Bhd		100%	Malaysia
Thiess Contractors (PNG) Ltd		100%	Papua New Guinea
Thiess India Pvt Ltd		100%	India
Thiess Infracore (Bayside) Pty Ltd		100%	Vic
Thiess Infracore Pty Ltd		100%	QLD

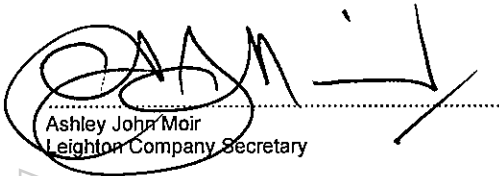
ACN/ASRN (if applicable)	Interest held	Place of incorporation
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Thiess Infraco (Swanston) Pty Ltd	100%	Vic
Thiess Infrastructure Nominees Pty Ltd	100%	Vic
Thiess Infrastructure Pty Ltd	100%	Vic
Thiess Infrastructure Trust	100%	N/A
Thiess Investments Pty Ltd	100%	Qld
Thiess John Holland joint venture (Eastlink)	100%	N/A
Thiess John Holland joint venture (Lane Cove Tunnel)	100%	N/A
Thiess Leighton India Pvt Ltd	100%	
Thiess Mauritius Pty Ltd	100%	Mauritius
Thiess Mines India Pvt Ltd	90%	India
Thiess NC	100%	New Caledonia
Thiess NZ Ltd	100%	New Zealand
Thiess Pty Ltd	100%	Qld
Thiess Q Pty Ltd	100%	Qld
Thiess S.A. Pty Ltd	100%	Vic
Thiess Services Ltd	100%	New Zealand
Thiess Services Pty Ltd	100%	Qld
Thiess Southland Pty Ltd	100%	NSW
Thiess Superannuation Nominees No. 2 Pty Ltd	100%	Qld
Thiess Superannuation Nominees Pty Ltd	100%	Qld
Think Consulting Group Pty Ltd		
Vision Hold Pty Ltd	100%	NSW
Visionstream Australia Pty Ltd	100%	NSW
Visionstream Pty Ltd	100%	Qld
Visionstream Services Pty Ltd	100%	NSW
Vytel Admin Pty Ltd	100%	NSW
Vytel Investments Pty Ltd	100%	NSW
Vytel Pty Ltd	100%	NSW
Yandina Ethanol Pty Ltd	100%	Vic
Yiffa Pty Ltd	100%	ACT
Yoitax Pty Limited	100%	NSW
Zanofile Trust	100%	N/A
Zelmex Pty Limited	100%	ACT
21 Harris St Pyrmont Pty Ltd	100%	
512 Wickham Street Pty Ltd	100%	NSW
512 Wickham Street Trust	100%	N/A
A.C.N. 126 130 738 Pty Ltd	100%	VIC

For paper

Annexure B

This is Annexure B of 1 page referred to in Form 603 in connection with the ConnectEast Group– Notice of initial substantial holder



Ashley John Moir
Leighton Company Secretary

14/4/2009

HOCHTIEF Group Entities

Each of the entities below has a relevant interest in any securities in which Leighton has a relevant interest under s 608(3), and so is a substantial holder in BCS:

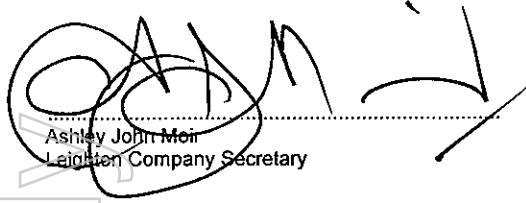
HOCHTIEF AG
HOCHTIEF Asia Pacific GmbH
HOCHTIEF Australia Holdings Limited ACN 103 181 675
HOCHTIEF Australia Limited ACN 002 237 185

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Annexure C

This is Annexure C of 8 pages referred to in Form 603 in connection with the BCS – Notice of initial substantial holder

This copy is a true copy of the original document.



Ashley John Meir
Leighton Company Secretary

14/4/2009

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DEED

This deed is made between TJ, Bolton, ASH and ASI (each as defined below) on 8 April 2009.

DEFINITIONS

14 April Meeting means the meeting of members of BCS to be held on 14 April 2009 and any adjournment of that meeting and any reconvened or other subsequent meeting held in place of that meeting

ASH means Australian Style Holdings Pty Ltd ACN 108 602 491

ASI means Australian Style Investments Pty Ltd ACN 109 510 198

ASI Units means all units in BCS currently held legally or beneficially by ASI or any of its related entities, being 77,400,933 units

BCS means Brisconnections Holding Trust ARSN 131 125 025 and Brisconnections Investment Trust ARSN 131 124 813

Bolton means Nicholas Francis John Bolton of Unit 1, 50 Fitzroy Street, St Kilda, Victoria, Australia

Payment Date means the date that is the later of 15 April 2009 and the date that is 1 business day after the date on which the 14 April Meeting is closed

Resolutions means all of the resolutions set out in the notice of meeting dated 6 April 2009 giving notice of the 14 April Meeting

TJ means the unincorporated joint venture formed between Thless Pty Ltd ACN 010 221 486 and John Holland Pty Ltd ACN 004 282 268 for the purposes of the Airport Link/Northern Busway (Windsor to Kedron)/EWAG Projects -- Design and Construction Contract, severally in their respective proportions

PAYMENT

1. At the request of ASI and Bolton, TJ agrees to pay \$4,500,000 to ASH on the Payment Date if and only if Bolton and ASI each perform in full all of their obligations as set out below and the conditions precedent set out in clause 2 below are satisfied before that date, and subject to clause 3 of this deed.

CONDITIONS

2. TJ will have no obligation to make any payment to ASH unless
the Resolutions are either withdrawn and not put to any meeting of the members of BCS or they are put to the 14 April Meeting and none of the Resolutions is passed at the 14 April Meeting.
3. Any payment made by TJ under this deed to ASH will be immediately repayable to TJ in full if for any reason and at any time there is any judgment or other court order to the effect that any of the Resolutions was passed at the 14 April Meeting (notwithstanding any statement or view held to the contrary by the responsible entity of BCS at the time that the 14 April Meeting closed).



ASI AND BOLTON OBLIGATIONS

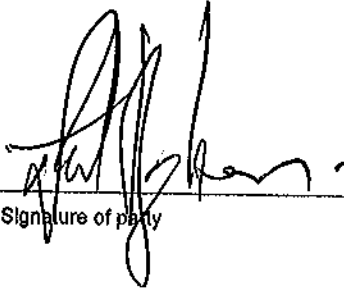
4. ASI agrees that it will:
- (a) deliver to TJ or its nominee on 8 April 2009 irrevocable proxies in respect of all of the ASI Units authorising and directing TJ to vote all of ASI Units against each of the Resolutions in the form attached or such other form as is satisfactory to TJ (ASI Proxies);
 - (b) not attend the 14 April Meeting and will not revoke or purport to revoke any of the ASI Proxies or take any other action that might affect the validity or exercise by TJ of the ASI Proxies;
 - (c) remain the registered and beneficial holder of all ASI Units, and not grant any right or interest in or in respect of the ASI Units to any other person (except TJ or its nominee under clause 4(a)), up until and including the time at which the 14 April Meeting is closed;
 - (d) except where the payment under clause 1 is due and payable but is not paid on the Payment Date and remains unpaid, not take or propose any action, and ensure that none of its related entities or associates take or propose any action, to support the Resolutions (whether by issuing statements or materials, soliciting proxies or otherwise), or to seek to achieve the outcomes sought by the Resolutions by any other means, either before, at or after the 14 April Meeting; and
 - (e) not disclose this agreement or any of its terms to any person either before, at or after the 14 April Meeting except as required by law and then only after prior consultation with TJ.
5. Bolton agrees that (without in any way limiting ASI's obligations under this deed) he will:
- (a) procure that ASI and all of its related entities and associates comply with and act consistently with ASI's undertakings in this deed;
 - (b) not attend the 14 April Meeting or take any action that might affect the validity or exercise by TJ of the ASI Proxies;
 - (c) not take or propose any action to support the Resolutions (whether by issuing statements or materials, soliciting proxies or otherwise) or to seek to achieve the outcomes sought by the Resolutions by any other means, either before, at or after the 14 April Meeting; and
 - (d) not disclose this agreement or any of its terms to any person either before, at or after the 14 April Meeting except as required by law and then only after prior consultation with TJ.

GENERAL

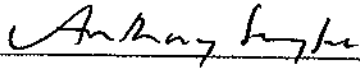
6. ASI, ASH and Bolton agree that monetary damages alone would not be adequate compensation to TJ for the breach by ASI or Bolton of any of their obligations under this deed and that accordingly TJ shall be entitled to an injunction or injunctions to prevent such breaches and to specific performance of those obligations.
7. This deed may be executed in any number of counterparts.
8. This deed is governed by the laws of New South Wales.

EXECUTED AS A DEED

SIGNED, SEALED and DELIVERED by
Nicholas Francis John Bolton in the
presence of:



Signature of party

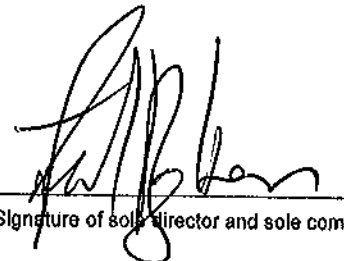


Signature of witness

ANTHONY SEYFORT

Name

EXECUTED by **Australian Style Holdings
Pty Ltd ACN 108 602 491**, by its sole
director and sole company secretary:

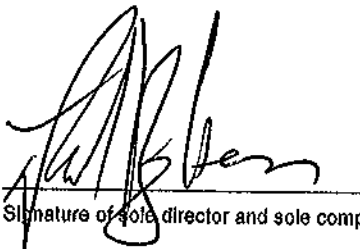


Signature of sole director and sole company secretary

NICHOLAS BOLTON

Name

EXECUTED by **Australian Style
Investments Pty Ltd ACN 108 602 491**, by
its sole director and sole company
secretary:



Signature of sole director and sole company secretary

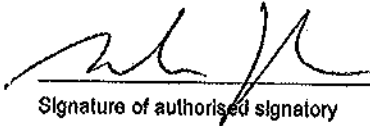
NICHOLAS BOLTON

Name

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EXECUTED by Thless Pty Ltd ACN 010
221 486:



Signature of authorised signatory

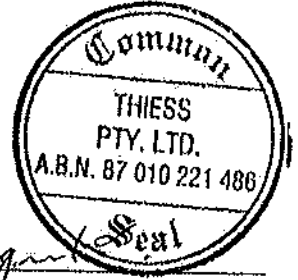
MARK HAMISH LYNCH

Name

EXECUTED by John Holland Pty Ltd ACN
004 282 268:

Signature of director

Name





Signature of director/secretary

Donald James Argent

Name

Signature of director/secretary

Name

**EXECUTED by Thiess Pty Ltd ACN 010
221 486:**

Signature of authorised signatory

Name

**EXECUTED by John Holland Pty Ltd ACN
004 282 268:**



Signature of director

DAVID GRAEME STEWART

Name

Signature of director/secretary

Name



Signature of director/secretary

Jeffrey Craig Horstey

Name

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ATTACHMENT - PROXY



BRISCONNECTIONS

BrisConnections Management Company Limited
 ABN 67 126 614 291 AFSL 322 276
 As responsible entity for
 BrisConnections Investment Trust ARSN 131 124 813 and
 BrisConnections Holding Trust ARSN 131 126 026

LODGE YOUR VOTE

By mail:
 BrisConnections Management Company Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

By delivery:
 BrisConnections
 Level 2, Kedron Brook Building
 1 Gympie Road
 Kedron QLD 4031
 Attention Company Secretary
 or
 C/- Link Market Services Limited
 Level 12, 680 George Street
 Sydney NSW 2000

All enquiries to
 Telephone: 1800 236 994

By fax:
 +61 2 9287 0309
 OR
 +61 7 3170 1911
 (attention Company Secretary)

For personal use only

Australian Style Investments Pty Ltd
 Unit 1
 50 Fitzroy St
 St Kilda VIC 3182

irrevocably

UNITHOLDER VOTING FORM

I/We being a member(s) of BrisConnections Investment Trust and BrisConnections Holding Trust (Trusts) and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY

the Chairman of the Meeting (mark box) OR If you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (including yourself or the name of your registered holding) you are appointing as your proxy **TED WILLIAMS**

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote for me/us on my/our behalf in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Meeting of the Trusts to be held at 10am on Tuesday, 14 April 2009, at the Brisbane Convention Centre, Cav Marvale and Glenelg Streets, Southbank, Brisbane QLD and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the responsible entity for the Trusts if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2 VOTING DIRECTIONS

ITEMS OF BUSINESS

Part A: Resolution specified in the notice of meeting dated 9 March 2009

	For	Against	Abstain*
Resolution 1 That the BrisConnections Holding Trust and the BrisConnections Investment Trust commence to be wound up on the next business day following the date this resolution is passed.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Part B: Resolutions requisitioned by Australian Style Investments Pty Ltd on 20 February 2009

	For	Against	Abstain*
Resolution 2 That the constitutions of the BrisConnections Holding Trust and the BrisConnections Investment Trust be amended by inserting a new article 9.4A.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 3 That article 4.6(n) of the constitutions of the BrisConnections Holding Trust and the BrisConnections Investment Trust be amended by adding at the end of that article the words "and will do so on the Resolution of members".	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 4 That the members resolve to postpone the payment date for the instalment due by members on 29 April 2009 until 29 January 2010.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 5 That article 11.3 of the constitutions of the BrisConnections Holding Trust and the BrisConnections Investment Trusts be amended by deleting in its entirety the sentence beginning "Subject to the Corporations Act".	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 6 That BrisConnections Management Company Limited be removed as the responsible entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 7 That a replacement responsible entity be appointed immediately after the meeting at which this resolution is passed and if a replacement is not then available or capable of appointment at that time then an application will be made to the court in accordance with the Corporations Act to appoint a temporary responsible entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

* If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF UNITHOLDERS - THIS MUST BE COMPLETED

Unitholder 1 (Individual) 	Joint Unitholder 2 (Individual) 	Joint Unitholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the unitholder. If a joint holding, all of the unitholders should sign. If signed by the unitholder's attorney, the power of attorney must have been previously noted by the registry or the responsible entity for the Trusts or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

BCS PRX001

It is important to note that Friday, 10 April and Monday, 13 April are public holidays due to the Easter period, If you intend to mail your proxy, you should ensure that your proxy is placed in the post well in advance to ensure it is received by 10 am on Sunday, 12 April.

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Trusts' unit register. If this information is incorrect, please make the correction on the form. Unitholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your units using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a unitholder of the Trusts. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your units will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of units you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Trusts' unit registry on 1800 236 994 or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of

units applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the unitholders should sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry or the responsible entity for the Trusts. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Trusts' unit registry by calling 1800 236 994 or at www.linkmarketservices.com.au.

Lodgement of a Proxy

Important Note: You do not need to complete and return this proxy form if you have properly completed and returned both proxy forms previously sent to you in respect of the unitholders' meetings previously scheduled to be held on 9 April at Kedron and on 14 April in Melbourne. You should complete and return this proxy form if you wish to change or clarify your previous instructions or voting intentions (including to change the proxy you previously appointed), or if you only returned one of the proxy forms (namely either the form for the meeting scheduled to be held on 9 April in Kedron or the form for the meeting scheduled to be held on 14 April in Melbourne) to ensure that you specify your voting intention in respect of ALL the resolutions being considered at the Meeting on 14 April in Brisbane. Valid lodgement of this proxy form will supersede any earlier proxy forms returned to BrisConnections Management Company Limited or the Trusts' registry.

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10am on Sunday, 12 April 2009, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

by mail or delivery:

BrisConnections Management Company Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

OR

BrisConnections Management Company Limited
Level 2, Kendron Brook Building
1 Gympie Road
Kendron QLD 4031

by fax:

+61 2 9287 0300

OR

+61 7 3170 1911

If you would like to attend and vote at the Unitholder Meeting, please bring this form with you. This will assist in registering your attendance.