

Form 604

Section 671B

Corporations Act 2001

**NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER**

To: Morning Star Holdings (Australia) Limited

ABN 98 008 124 025

**1. Details of Substantial Shareholder (1)**

Name: Berpaid Pty Ltd, Mr David Bernardi and the parties set out herein

There was a change in the interests of the substantial holder on 27 August 2007.

The previous notice was given to the company on 14 August 2007  
The previous notice was dated 9 August 2007

**2. Previous and Present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	13,388,986	8.1%	17,028,917	9.4%

**3. Changes in Relevant Interest**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change	Class and number of securities affected*	Person's votes affected*
See attached Schedule	See Attached Schedule	See attached	See attached	See Attached	See Attached

#### 4. Present Relevant Holders

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of Relevant Interest	Nature of Relevant Interest (7)	Class & Number of Securities
See attached	See attached	See Attached

#### 5. Changes in Association

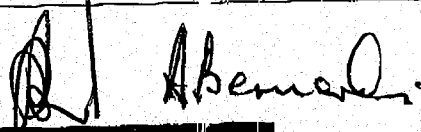
The persons who have become associates (2) of, cease to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of Association
N/A	

#### 6. Addresses

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

Name and ACN (if applicable)	Address
Berpald Pty Ltd	165 Lachlan Street, Forbes NSW 2871
Removale Pty Ltd	165 Lachlan Street, Forbes NSW 2871
Mr David Bernardi	165 Lachlan Street, Forbes NSW 2871



Signature

Print name: David Bernardi

Capacity: Director / Individual

Sign Here

Date: 4 September 2007

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### Directions

- 1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 the each group, with the names and addresses of members clearly set out in paragraph 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - 6) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If section 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 shares or disposal of the securities to which the relevant interests 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
- 7) Details of the consideration must include any and all benefits, money 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 associates in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - 8) If the substantial shareholder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write "unknown".
  - 9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**DAVID BERNARDI & ASSOCIATES**

Morning Star Holdings (Australia) Limited      Issued Capital      181,995,777

Date	Transaction	\$	Shares Quantity	Cumulative Total	Entity
08-Aug-07			8,633,182		Berpaid Pty Ltd
08-Aug-07			4,755,804	13,388,986	Remove Pty Ltd
09-Aug-07	On Market Buy	\$17,713	175,201	13,564,187	Berpaid Pty Ltd
14-Aug-07	On Market Buy	\$34,323	339,799	13,903,986	Berpaid Pty Ltd
15-Aug-07	On Market Buy	\$76,725	805,004	14,708,990	Berpaid Pty Ltd
15-Aug-07	On Market Buy	\$2,042	21,950	14,730,940	Remove Pty Ltd
16-Aug-07	On Market Buy	\$58,796	728,050	15,458,990	Remove Pty Ltd
23-Aug-07	On Market Buy	\$53,078	500,000	15,958,990	Berpaid Pty Ltd
24-Aug-07	On Market Buy	\$17,077	404,243	16,363,233	Remove Pty Ltd
27-Aug-07	On Market Buy	\$62,612	565,684	16,928,917	Remove Pty Ltd
03-Sep-07	On Market Buy	\$15,165	100,000	17,028,917	Berpaid Pty Ltd

Berpaid Pty Ltd	10,553,186
Remove Pty Ltd	6,475,731