

Rule 3.19A.2

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>Bentley Equities Limited (BEL)</b>
<b>ABN</b>	<b>87 008 108 218</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Farooq Khan</b>
<b>Date of last notice</b>	<b>15 January 2004</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (f) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect	
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	(1) SOF <sup>1</sup> , FSL <sup>2</sup> and QUE <sup>3</sup> are taken to have a relevant interest in each other company's registered shareholding in BEL pursuant to a Memorandum of Understanding dated 30 September 2003 (MOU) (a copy of which was attached to the Notice of Initial Substantial Holder lodged by such companies dated 30 September 2003);  (2) Farooq Khan (and associated companies) are taken under section 608(3)(a) of the Corporations Act to have a relevant interest in the BEL shares in which QUE has a relevant interest by reason of having voting power of 20.77% in QUE;  (3) But for the MOU, Farooq Khan would be taken under section 608(3)(a) of the Corporations Act to have a relevant interest only in the BEL shares registered to QUE, being 194,589 ordinary fully paid shares in BEL.	
<b>Date of change</b>	16 January 2004	
<b>No. of securities held prior to change</b>	6,814,734	Held by SOF
	400,000	Held by FSL
	194,589	Held by QUE
	7,409,323	Total
<b>Class</b>	Fully Paid Ordinary Shares	

<sup>1</sup> Sofcom Limited (SOF)

<sup>2</sup> Fast Scout Limited (FSL)

<sup>3</sup> Queste Communications Limited (QUE)

Bentley Equities Limited  
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<b>Number acquired</b>	<b>Date</b>	<b>No. Shares</b>	<b>Consideration</b>
	16-Jan-04	10,000	\$4,321.50
	<b>Totals</b>	<b>10,000</b>	<b>\$4,321.50</b>
<b>Number disposed</b>	None		
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Refer above		
<b>No. of securities held after change</b>	6,824,34	Held by SOF	
	400,000	Held by FSL	
	194,589	Held by QUE	
	7,419,323	Total	
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of shares by SOF on-market		

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A



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Farooq Khan

23 January 2004

+ See chapter 19 for defined terms.