

Notice of change in interests of substantial holder

To: Company Name/Scheme: RIVKIN FINANCIAL SERVICES LIMITED (RFS)

ABN 58 061 278 045

1. Details of substantial holders ⁽¹⁾

Name	ACN / ABN
QUESTE COMMUNICATIONS LIMITED (QUE)	ABN 55 081 688 164

There was a change in the interests of the substantial holder on:	14 October 2004
The previous notice was given to the company on:	28 September 2004
The previous notice was dated:	28 September 2004

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	10,154,465	10.123% ^(A)	13,658,258	13.616% ^(A)

(A) Based on RFS total issued share capital being 100,312,134 shares

3. Changes in relevant interests

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 ⁽⁷⁾	Class and number of securities affected	Person's votes affected
				Ordinary Shares	
29-Sep-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$21,543.01	100,000	100,000
30-Sep-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$50,956.91	231,160	231,160
1-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$2,657.81	13,500	13,500
4-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$3,173.13	15,834	15,834
5-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$10,721.40	53,500	53,500
6-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$15,058.05	75,140	75,140
7-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$6,412.80	32,000	32,000
11-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$41,915.67	209,160	209,160
13-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$5,881.74	29,350	29,350
14-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$481,102.88	2,249,149	2,249,149

15-Oct-04	QUE	Acquisition of shares on ASX by CXL ^(B)	\$109,117.80	495,000	495,000
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(B) Please refer to ASIC Form 604 Notices of changes in interests of substantial holder in RFS lodged by CXL and dated 11 and 19 October 2004.

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁸⁾	Nature of relevant interest ⁽⁷⁾	Class and number of securities and Person's votes
				Ordinary Shares
CXL	CXL	CXL	Legal and beneficial holder of shares	8,599,787
SOF	SOF	SOF	Legal, beneficial and registered holder of shares	3,400,000
FSL	FSL	FSL	Legal, beneficial and registered holder of shares	908,471
AEA	AEA	AEA	Legal, beneficial and registered holder of shares	750,000
SOF, AEA and FSL	SOF FSL AEA	SOF FSL AEA	Pursuant to a Memorandum of Understanding 30 June 2004 (MOU) between SOF, FSL and AEA (a copy of which was attached to their notice of initial substantial holder dated 30 June 2004 as annexure "A" therein)	5,058,471
CXL, SOF, AEA and FSL	SOF FSL AEA CXL	SOF FSL AEA CXL	Pursuant to acceptance by SOF, FSL and AEA on 6 September 2004 of a proposal by CXL to act co-operatively in relation to each company's shareholdings in RFS (a copy of which was attached to CXL's notice of initial substantial holder dated 8 September 2004 as annexure "A" therein)	13,658,258
QUE	CXL SOF FSL AEA	CXL SOF FSL AEA	QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which CXL has a relevant interest ^(C)	13,658,258

(C) Please refer to ASIC Form 604 Notices of changes in interests of substantial holder in RFS lodged by CXL and dated 11 and 19 October 2004.

5. Changes in association

The persons who have become associates⁽²⁾ of, ceased to be associates of, or have change 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/ARSN (if applicable)	Nature of association
No changes	

6. Addresses

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

Name	Address
QUE	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
CXL	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
SOFCOM LIMITED ABN 88 087 482 602 (SOF)	Level 19, The Como Centre, 644 Chapel Street, South Yarra, Victoria 3141
ALTERA CAPITAL LIMITED ABN 55 082 541 437 (AEA)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
FAST SCOUT LIMITED ABN 94 088 488 724 (FSL)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

Signature

sign here _____

date 19 October 2004

print name Victor Ho

date Company Secretary

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 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.

(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 circumstance because of which the change in relevant interest occurred. 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.

(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 associate 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 holder is unable to determine the identity of the person (eg 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.

Notice of change in interests of substantial holder

To: Company Name/Scheme: RIVKIN FINANCIAL SERVICES LIMITED (RFS)

ABN 58 061 278 045

1. Details of substantial holders ⁽¹⁾

Name		ACN / ABN
FAROOQ KHAN	(F KHAN)	
ISLAND AUSTRALIA PTY LTD	(ISLAND)	A.C.N. 073 447 300
SKIN-PLEX LABORATORIES PTY LTD	(SKIN-PLEX)	A.C.N. 009 424 560
THE ESSENTIAL EARTH PTY LTD	(ESSENTIAL)	A.C.N. 009 029 305

There was a change in the interests of the substantial holder on: 14 October 2004
The previous notice was given to the company on: 28 September 2004
The previous notice was dated: 28 September 2004

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:

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	Person's votes	Voting power ⁽⁵⁾	Person's votes	Voting power ⁽⁵⁾
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(A) Based on RFS total issued share capital being 100,312,134 shares

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Date of change	Person whose relevant interest changed	Nature of change ⁽⁶⁾	Consideration given in relation to change ⁽⁷⁾	Class and number of securities affected	Person's votes affected
				Ordinary Shares	
29-Sep-04	Parties named in (1)	Acquisition of shares on ASX by CXL ^(B)	\$21,543.01	100,000	100,000
30-Sep-04	Parties named in (1)	Acquisition of shares on ASX by CXL ^(B)	\$50,956.91	231,160	231,160
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(B) Please refer to ASIC Form 604 Notices of changes in interests of substantial holder in RFS lodged by CXL and dated 11 and 19 October 2004 and ASIC Forms 604 Notice of change in interests of substantial holder in RFS lodged by QUE and dated 19 October 2004.

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁶⁾	Nature of relevant interest ⁽⁷⁾	Class and number of securities and Person's votes
				Ordinary Shares
CXL	CXL	CXL	Legal and beneficial holder of shares	8,599,787
SOF	SOF	SOF	Legal, beneficial and registered holder of shares	3,400,000
FSL	FSL	FSL	Legal, beneficial and registered holder of shares	908,471
AEA	AEA	AEA	Legal, beneficial and registered holder of shares	750,000
SOF, AEA and FSL	SOF FSL AEA	SOF FSL AEA	Pursuant to a Memorandum of Understanding 30 June 2004 (MOU) between SOF, FSL and AEA (a copy of which was attached to their notice of initial substantial holder dated 30 June 2004 as annexure "A" therein)	5,058,471
CXL, SOF, AEA and FSL	SOF FSL AEA CXL	SOF FSL AEA CXL	Pursuant to acceptance by SOF, FSL and AEA on 6 September 2004 of a proposal by CXL to act co-operatively in relation to each company's shareholdings in RFS ("Proposal") (a copy of which was attached to CXL's notice of initial substantial holder dated 8 September 2004 as annexure "A" therein)	13,658,258
QUE	CXL SOF FSL AEA	CXL SOF FSL AEA	QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which CXL has a relevant interest ^(C)	13,658,258
F KHAN, ISLAND, SKIN-PLEX, ESSENTIAL	CXL SOF FSL AEA	CXL SOF FSL AEA	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which QUE has a relevant interest by reason of having voting power above 20% in QUE ^(C)	13,658,258

(C) Please refer to ASIC Form 604 Notices of changes in interests of substantial holder in RFS lodged by CXL and dated 11 and 19 October 2004 and ASIC Forms 604 Notice of change in interests of substantial holder in RFS lodged by QUE and dated 19 October 2004.

5. Changes in association

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Name and ACN/ARSN (if applicable)	Nature of association
No changes	

6. Addresses

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

F KHAN	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
ISLAND	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
SKIN-PLEX	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
ESSENTIAL	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
QUESTE COMMUNICATIONS LIMITED A.C.N. 081 688 164 (QUE)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
CENTRAL EXCHANGE LIMITED ABN 77 000 742 843 (CXL)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
SOFCOM LIMITED ABN 88 087 482 602 (SOF)	Level 19, The Como Centre, 644 Chapel Street, South Yarra, Victoria 3141
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FAST SCOUT LIMITED ABN 94 088 488 724 (FSL)	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

Signature

sign here _____

date 19 October 2004

print name **Farooq Khan**

capacity **Personally and as Director of ISLAND,
SKIN-PLEX and ESSENTIAL**

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 6 of the form.

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