

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Danks Holdings Limited (Danks)

ACN/ARSN ACN 004 295 532

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

Name Carboxy Pty Ltd (**Carboxy**) on its own behalf and on behalf of Woolworths Limited ACN 000 014 675 and each of Woolworths Limited's subsidiaries listed in Annexure A (**Woolworths Entities**)

ACN/ARSN (if applicable) ACN 138 990 584

There was a change in the interests of the substantial holder on 16/11/2009  
The previous notice was given to the company on 28/10/2009  
The previous notice was dated 28/10/2009

### 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	6,185,743	95.31%	6,250,694	96.31%

### 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
See Annexure B	Carboxy Pty Ltd	Acquisition of relevant interest in ordinary shares by virtue of section 608(8) of the Corporations Act 2001 (Cth) as a result of acceptances of Carboxy's off-market takeover offer for all of the ordinary shares in Danks, which offer is dated 7 September 2009 and contained in Carboxy's bidder's statement dated 2 September 2009 (a copy of which was given to ASX on 2 September 2009) ( <b>Offer</b> ).	\$13.50 cash per Danks share	See Annexure B	See Annexure B

See Annexure B	Each of the Woolworths Entities	Acquisition of relevant interest in ordinary shares by virtue of section 608(3)(a) of the Corporations Act 2001 (Cth) insofar as each of the Woolworths Entities has over 20% of the voting power in Carboxy (and in the case of Woolworths Limited, section 608(3)(b) insofar as Woolworths Limited controls Carboxy).	Not applicable	See Annexure B	See Annexure B
See Annexure B	WDR Delaware II Corporation and Lowe's Companies, Inc.	Acquisition of relevant interest in ordinary shares by virtue of section 608(3) of the Corporations Act 2001 (Cth) insofar as WDR has over 20% of the voting power in Carboxy and Lowe's controls WDR.	Not applicable	See Annexure B	See Annexure B

#### 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 (6)	Class and number of securities	Person's votes
Carboxy Pty Ltd	Those persons who have accepted the Offer.	Carboxy Pty Ltd	Relevant interest under section 608(8) of the Corporations Act 2001 (Cth) (see section 3 above)	6,250,694 ordinary shares	6,250,694
Each of the Woolworths Entities	Those persons who have accepted the Offer.	Carboxy Pty Ltd	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth) (see section 3 above)	6,250,694 ordinary shares	6,250,694
WDR Delaware II Corporation and Lowe's Companies, Inc.	Those persons who have accepted the Offer.	Carboxy Pty Ltd	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth) (see section 3 above)	6,250,694 ordinary shares	6,250,694

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#### 5. Changes in association

The persons who have become associates (2) of, ceased 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/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

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

Name	Address
Carboxy Pty Ltd	1 Woolworths Way, Bella Vista NSW 2153 Australia
Each of the Woolworths Entities	1 Woolworths Way, Bella Vista NSW 2153 Australia
WDR Delaware II Corporation and Lowe's Companies, Inc.	1000 Lowe's Boulevard, Mooresville, North Carolina 28117 USA

**Signature**

print name Peter Horton

capacity Company Secretary

sign here



date

17/11/2009

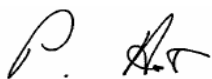
#### DIRECTIONS

- (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 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 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 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 on 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.

## Annexure A

This is the Annexure A referred to in Form 604 (Notice of change of interests of substantial holder) signed by me and dated 17 November 2009.



Peter Horton  
Company Secretary, Carboxy Pty Ltd  
17 November 2009

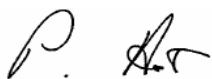
Entities	ACN or Company No	Place of Incorporation
Woolworths Limited	000 014 675	NSW
A.C.N. 001 259 301 Pty Limited	001 259 301	NSW
Advantage Supermarkets Pty Ltd	009 312 056	WA
Advantage Supermarkets WA Pty Ltd	084 788 492	WA
ALH Group Pty Ltd	098 212 134	VIC
Albion Charles Hotel (BMG) Pty Ltd	110 901 730	VIC
ALH Group Property Holdings Pty Limited	114 682 969	VIC
Australian Leisure and Hospitality Group Limited	067 391 511	VIC
ALH Group (No. 1) Pty Ltd	010 657 888	QLD
Balaclava Hotel (BMG) Pty Ltd	110 901 810	VIC
Chelsea Heights Hotel (BMG) Pty Ltd	110 901 856	VIC
Cherry Hill Tavern (BMG) Pty Ltd	110 900957	VIC
Club Management (BMG) Pty Ltd	119 800 904	VIC
Courthouse Brunswick Hotel (BMG) Pty Ltd	110 901 892	VIC
Courthouse Hotel Footscray (BMG) Pty Ltd	110 901 712	VIC
Croxtton Park Hotel (BMG) Pty Ltd	110 901 687	VIC
Daisey's Club Hotel (BMG) Pty Ltd	110 901 669	VIC
Excelsior Hotel (BMG) Pty Ltd	110 901 650	VIC
First and Last Hotel (BMG) Pty Ltd	110 901 589	VIC
Glengala Hotel (BMG) Pty Ltd	110 901 552	VIC
Lyndhurst Club Hotel (BMG) Pty Ltd	110 901 534	VIC
Management (BMG) Pty Ltd	112 009 122	VIC
Manningham Hotel (BMG) Pty Ltd	110 901 507	VIC
MGW Hotels Pty Ltd	098 214 129	QLD
Aceridge Pty Limited	010 790 771	QLD
Chatswood Hills Tavern Pty. Ltd.	010 875 939	VIC
Dapara Pty Ltd	003 085 907	NSW
Stadform Developments Pty. Limited	010 996 004	QLD
Fenbridge Pty. Ltd.	010 963 854	QLD
Kawana Waters Tavern No. 3 Pty Ltd	009 674 328	QLD
Kawana Waters Tavern No. 1 Pty Ltd	009 671 603	QLD
Kawana Waters Tavern No. 2 Pty Ltd	009 673 938	QLD
Vicpoint Pty Ltd	078 484 741	QLD
Milanos Hotel (BMG) Pty Ltd	110 901 481	VIC
Monash Hotel (BMG) Pty Ltd	110 900 751	VIC
Moreland Hotel (BMG) Pty Ltd	110 901 196	VIC
Nu Hotel (BMG) Pty Ltd	110 901 105	VIC
Oakleigh Junction Hotel (BMG) Pty Ltd	110 901 169	VIC
Palace Hotel Hawthorn (BMG) Pty Ltd	110 901 132	VIC
Powel Hotel Footscray (BMG) Pty Ltd	110 901 089	VIC
Preston Hotel (BMG) Pty Ltd	110 901 061	VIC
Queensbridge Hotel (BMG) Pty Ltd	110 709 996	VIC
Racecourse Hotel (BMG) Pty Ltd	110 901 034	VIC
Shoppingtown Hotel (BMG) Pty Ltd	111 719 870	VIC
Taverner Hotel Group Pty. Ltd.	086 956 890	VIC
Amprok Pty. Ltd.	007 011 798	VIC
Auspubs Pty Ltd	086 695 801	VIC
Cooling Zephyr Pty Ltd	089 193 859	VIC
The Common Link Pty Ltd	086 504 529	VIC
E. G. Functions Pty. Ltd.	073 488 052	VIC
Elizabeth Tavern Pty. Ltd.	008 019 922	SA
FG Joint Venture Pty Ltd	095 849 906	VIC
Fountain Jade Pty. Ltd.	007 396 063	VIC
Hadwick Pty Ltd	090 965 772	SA
Markessa Pty. Ltd.	006 644 382	VIC
Playford Tavern Pty Ltd	077 886 545	SA

Entities	ACN or Company No	Place of Incorporation
Seaford Hotel Pty. Limited	063 024 591	VIC
The Second P Pty Ltd	089 313 146	VIC
Kilrand Hotels (Hallam) Pty. Ltd.	005 730 601	VIC
Ashwick (Vic.) No.88 Pty. Ltd.	006 327 206	VIC
Warm Autumn Pty. Ltd.	082 483 994	VIC
Werribee Plaza Tavern Pty. Ltd.	006 296 162	VIC
Waltzing Matilda Hotel (BMG) Pty Ltd	111 719 861	VIC
Whealers Hill Hotel (BMG) Pty Ltd	111 719 923	VIC
Andmist Pty. Limited	095 618 929	NSW
Australian Independent Retailers Pty Ltd	004 678 675	VIC
Australian Liquor and Grocery Wholesalers Pty Ltd	009 592 925	NT
Australian Safeway Stores Pty. Ltd.	004 319 939	VIC
Barjok Pty Ltd	002 946 858	NSW
Bergam Pty Limited	109 333 208	NSW
Calvartan Pty. Limited	008 585 813	ACT
Cenijade Pty. Limited	085 854 495	NSW
Charmtex Pty Ltd	000 067 363	NSW
DSE Holdings Pty Limited	001 456 720	NSW
Dick Smith (Wholesale) Pty Ltd	000 445 956	NSW
Dick Smith Management Pty Ltd	001 585 735	NSW
Dick Smith Electronics Franchising Pty Ltd	054 295 733	NSW
Dick Smith Electronics Pty Limited	000 908 716	NSW
Dick Smith Electronics Staff Superannuation Fund Pty Limited	059 802 470	NSW
DSE (NZ) Limited	37602	NZ
David Reid Electronics (1992) Limited	540200	NZ
Dick Smith Electronics Limited	1694773	UK
Intertan Australia Pty Ltd	002 511 944	NSW
Fabcot Pty Ltd	002 960 983	NSW
Kiaora Lands Pty Limited	108 410 402	NSW
Gembond Pty. Limited	094 773 663	NSW
GreenGrocer.com.au Pty Ltd	079 889 044	NSW
Grocery Wholesalers Pty Ltd	000 013 758	NSW
Highlands No.1 Nominees Pty Ltd	137 904 048	VIC
Hydrogen Nominees Pty Ltd	137 689 224	NSW
Hydrox Holdings Pty Ltd	138 990 593	VIC
Hydrox Nominees Pty Ltd	139 262 123	VIC
Jack Butler & Staff Pty. Ltd.	009 957 171	QLD
Josona Pty Ltd	002 955 759	NSW
Kiaora Lands Pty Limited	108 410 402	NSW
Langtons Pty Ltd	133 179 656	VIC
Leasehold Investments Pty Ltd	009 237 932	WA
Mac's Liquor Stores Pty Limited	009 714 550	QLD
Nalos Pty Ltd	002 946 821	NSW
Oxygen Nominees Pty Ltd	135 263 473	VIC
Philip Leong Stores Pty Limited	009 718 941	QLD
Progressive Enterprises Holdings Limited	113 919 878	VIC
Drumstar Pty Ltd	085 415 032	WA
PEH (NZ IP) Pty Ltd	115 841 337	VIC
Queensland Property Investments Pty Ltd	009 661 027	QLD
Shellbelt Pty. Limited	066 891 307	NSW
Universal Wholesalers Pty Limited	002 213 185	NSW
Vincentia Nominees Pty Ltd	137 903 327	VIC
Votrait No. 1622 Pty Limited	120 875 309	VIC
Woolies Liquor Stores Pty. Ltd.	007 939 531	SA
Woolstar Investments Limited	495323	NZ
Woolstar Pty. Limited	008 444 513	ACT
Woolworths (International) Pty Limited	115 987 972	VIC
Woolworths (HK) Sales Limited	1009711	HK
Woolworths (HK) Procurement Limited	989515	HK
Woolworths Wholesale (India) Private Limited	U51900MH2006PTC159768	IN
Woolworths New Zealand Group Limited	1686297	NZ
BWS (2008) Limited	1867748	NZ
Progressive Enterprises Limited	61262	NZ
Caledonian Leasing Limited	495309	NZ
Countdown Foodmarkets Limited	546006	NZ
Foodtown Supermarkets Limited	506065	NZ
Fresh Zone Limited	623627	NZ
General Distributors Limited	357961	NZ
S R Brands Limited	627616	NZ
Supervalu/ Freshchoice Limited	500474	NZ

<b>Entities</b>	<b>ACN or Company No</b>	<b>Place of Incorporation</b>
The Supplychain Limited	590807	NZ
Wholesale Services Limited	537627	NZ
Wholesale Distributors Limited	550010	NZ
Woolworths (New Zealand) Limited	624323	NZ
Woolworths (Project Finance) Pty. Limited	095 449 782	NSW
Woolworths (Publishing) Pty Ltd	009 671 149	QLD
Woolworths (Q'land) Pty Limited	000 034 819	NSW
Woolworths (R & D) Pty Limited	066 891 245	NSW
Woolworths (South Australia) Pty Limited	007 873 118	SA
Woolworths (Victoria) Pty Limited	004 177 155	VIC
Statewide Independent Wholesalers Limited	009 519 546	TAS
Woolworths (W.A.) Pty Limited	008 668 148	WA
Woolworths Australian Communities Foundation Pty Limited	002 885 547	NSW
Woolworths Custodian Pty Ltd	002 940 445	NSW
Woolworths Executive Superannuation Scheme Pty Limited	009 973 586	QLD
Woolworths Group Superannuation Scheme Pty Ltd	010 009 382	QLD
Woolworths Insurance Pte Limited	198701430R	SING
Woolworths Management Pty Ltd	116 463 355	VIC
Woolworths Properties Pty Limited	000 039 252	NSW
Dentra Pty. Limited	088 641 709	ACT
Weetah Pty. Limited	009 643 430	NT
QFD Pty. Limited	008 579 664	ACT
Woolworths Townsville Nominee Pty Ltd	113 597 434	VIC
Woolworths Trust Management Pty Limited	059 357 149	NSW
Woolworths Trustee No. 2 Pty Limited	059 357 327	NSW

## Annexure B

This is the Annexure B referred to in Form 604 (Notice of change of interests of substantial holder) signed by me and dated 17 November 2009.



Peter Horton  
Company Secretary, Carboxy Pty Ltd  
17 November 2009

### Details of changes in relevant interests pursuant to acceptances of the Offer

<b>Date of change</b>	<b>Class and number of securities affected</b>	<b>Person's votes affected</b>
29/10/2009	10,202 ordinary shares	10,202
30/10/2009	4,611 ordinary shares	4,611
04/11/2009	12,855 ordinary shares	12,855
05/11/2009	8,832 ordinary shares	8,832
06/11/2009	2,700 ordinary shares	2,700
09/11/2009	424 ordinary shares	424
10/11/2009	20,038 ordinary shares	20,038
11/11/2009	3,063 ordinary shares	3,063
13/11/2009	169 ordinary shares	169
16/11/2009	2,057 ordinary shares	2,057